

Hearing Date and Time: TBD  
Objection Deadline: TBD

PACHULSKI STANG ZIEHL & JONES LLP

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*Special Counsel to the Debtors and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW YORK

In re:

LEHMAN BROTHERS HOLDINGS, INC., *et al.*,

Debtors.

:  
: Chapter 11 Case No.  
:  
: 08-13555 (JMP)  
:  
: (Jointly Administered)  
:

**FIRST INTERIM APPLICATION OF PACHULSKI  
STANG ZIEHL & JONES LLP FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS FOR  
THE PERIOD FROM FEBRUARY 25, 2009 THROUGH MAY 31, 2009**

Name of Applicant:

Pachulski Stang Ziehl & Jones LLP

Role in Case:

Special Counsel to Debtors

Date of Retention:

February 25, 2009

Period for which Compensation and  
Reimbursement is Sought:

February 25, 2009 to May 31, 2009

Amount of Compensation Sought  
as Actual, Reasonable and Necessary:

\$189,797.67

Amount of Expense Reimbursement Sought  
as Actual, Reasonable and Necessary:

\$ 6,538.14

Total Amount Sought:

\$196,335.81

This is a/n:  X  Interim   Final Application.

Prior Applications:  None

Aggregate Amounts Paid to Date:  \$ 0

**SUMMARY OF TIME CHARGES AND HOURLY RATES BY PROFESSIONAL FOR  
PERIOD FROM FEBRUARY 25, 2009 THROUGH MAY 31, 2009**

Name of Professional & Title	Year Admitted to Practice	Billing Rate	Total Hours Billed	Fee Totals
Richard M. Pachulski, Partner	1979	\$850.00	179.80	\$152,830.00
Dean A. Ziehl, Partner	1978	795.00	297.20	236,274.00
Robert J. Feinstein, Partner	1982	795.00	0.30	238.50
Brad R. Godshall, Partner	1982	775.00	44.70	34,642.50
James K.T. Hunter, Of Counsel	1976	650.00	8.60	5,590.00
Henry C. Kevane, Partner	1986	675.00	2.10	1,417.50
Shirley S. Cho, Of Counsel	1997	595.00	27.70	16,481.50
Harry Hochman, Of Counsel	1987	575.00	58.60	33,695.00
Maxim B. Litvak, Partner	1997	550.00	6.50	3,575.00
Malhar S. Pagay, Partner	1994	495.00	5.00	2,475.00
Maria A Bove, Of Counsel	2001	475.00	106.40	50,540.00
David A. Abadir, Associate	2008	350.00	17.50	6,125.00
Mark M. Billion, Associate	2007	325.00	0.80	260.00
Leslie A. Forrester, Paralegal	N/A	250.00	0.50	125.00
Denise A. Harris, Paralegal	N/A	225.00	0.80	180.00
Beth D. Dassa, Paralegal	N/A	225.00	2.40	540.00
Thomas J. Brown, Paralegal	N/A	195.00	73.05	14,244.75
Mike A. Matteo, Paralegal	N/A	195.00	1.10	214.50
Jorge E. Rojas, Paralegal	N/A	195.00	0.70	136.50
John F. Bass, Paralegal	N/A	150.00	1.40	210.00
<b>TIME CHARGES TOTAL:</b>			<b>835.15</b>	<b>\$559,794.75*</b>

**Total Hours: 835.15**

**Blended Hourly Rate: \$670.29**  
**(Attorneys and Paralegals)**

**Blended Hourly Rate: \$720.52**  
**(Attorneys)**

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\* This amount represents all fees incurred by PSZJ. As set forth in the Interim Application, PSZJ is seeking compensation from the Debtors' estates for a portion of such amount.

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UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW YORK

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In re:

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Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**FIRST INTERIM APPLICATION OF PACHULSKI  
STANG ZIEHL & JONES LLP FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS SPECIAL COUNSEL TO THE DEBTORS FOR  
THE PERIOD FROM FEBRUARY 25, 2009 THROUGH MAY 31, 2009**

TO: THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Pachulski Stang Ziehl & Jones LLP (“PSZJ”), special counsel for Lehman

Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases

(collectively, the “Debtors”), submits this first interim application (the “Interim Application”)

seeking (a) allowance of compensation for professional services rendered by PSZJ to the Debtors

in the amount of \$189,797.67, and (b) reimbursement of actual and necessary charges and

disbursements incurred by PSZJ in the rendition of required professional services on behalf of

the Debtors in the amount of \$6,538.14, in each case for the period from the Engagement Date

(as defined below) through May 31, 2009 (the “Interim Period”) pursuant to section 330(a) of

title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), the Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(b) Establishing Procedures for Interim Monthly Compensation of Professionals, entered in these cases on June 25, 2009 (the “Interim Compensation Order”), and the Fee Committee Guidelines (as defined below and, collectively with the UST Guidelines, the Local Guidelines and the Interim Compensation Order, the “Guidelines”). In support of this Interim Application, PSZJ respectfully represents as follows:

### **Background**

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), Lehman Brothers Holdings Inc. (“LBHI”) and the other Debtors commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA is administering LBI’s estate. On January 19, 2009, the U.S. Trustee appointed an examiner (the “Examiner”) and on January 20, 2009, the Court approved the U.S. Trustee’s appointment of the Examiner.

4. On May 26, 2009, the Court entered an order appointing a fee committee (the “Fee Committee”) and approving a fee protocol (the “Fee Protocol”). Pursuant to the Fee Protocol, on August 3, 2009, the Fee Committee submitted its Fee Committee Report Pertaining to the First Interim Fee Applications of All Retained Professionals, which provides, *inter alia*, additional guidelines regarding compensation procedures for professionals retained in these cases (the “Fee Committee Guidelines”).

#### **Jurisdiction and Venue**

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Retention of PSZJ**

6. On June 3, 2009, the Debtors filed their Application Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Special

Counsel to LBHI and Lehman Commercial Paper, Inc. (“LCPI”), effective *nunc pro tunc* to February 25, 2009 (the “Engagement Date”) with respect to the matters arising in the chapter 11 cases (the “SunCal Chapter 11 Cases”) of Palmdale Hills Property, LLC, *et al.* (collectively, the “SunCal Debtors”), which are pending in the Bankruptcy Court for the Central District of California (the “California Bankruptcy Court”) under jointly administered Case No. 08-17206.

7. On June 17, 2009, the Court entered the Order Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Special Counsel to the Debtors, *nunc pro tunc* to the Engagement Date (the “Retention Order”).

8. Pursuant to the Retention Order, PSZJ has been retained with respect to the following matters (collectively, the “Representative Matters”): (i) representing the Lehman Entities (defined below) in relation to any issues arising with respect to any disclosure statement(s) and plan(s) of reorganization filed by the SunCal Debtors, including pending and anticipated litigation with respect thereto; (ii) representing the Lehman Entities in relation to prosecuting or defending various other motions and other matters in the SunCal Chapter 11 Cases to protect the Lehman Entities’ rights; and (iii) representing the Lehman Entities in litigation pending against them in the California Bankruptcy Court, entitled *Palmdale Hills Property, LLC v. Lehman ALI, Inc., et al.*, Adv. P. 09-01005. PSZJ’s services are limited to matters in the California Bankruptcy Court and any appellate courts with respect to appeals arising in connection with the Representative Matters, and PSZJ will not represent the Lehman Entities with respect to matters pending or that may arise in this Court, other than matters

pertaining to PSZJ's employment and matters arising in connection with the SunCal Chapter 11 Cases.

9. In connection with certain of the Representative Matters, PSZJ is also representing the following non-debtor affiliates of LBHI and LCPI: Lehman ALI, Inc.; Northlake Holdings LLC; OVC Holdings LLC; LBREP II/Suncal Land Fund Member, LLC; Oak Valley, LLC; SCLV Northlake, LLC; and LB/L DUC III Master LLC (collectively with LCPI, the "Lehman Entities"). *See* Declaration of Dean A. Ziehl in Support of Application Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Pachulski Stang Ziehl & Jones LLP as Special Counsel to the Debtors at ¶5. As described fully below, PSZJ is seeking compensation separately from the foregoing non-debtor affiliates for services provided on their behalf in connection with certain of the Representative Matters during the Interim Period. *See id.*

### **Relief Requested**

10. Prefixed to this Application is the cover sheet required by the UST Guidelines, which includes a schedule setting forth the names of all PSZJ professionals and paraprofessionals who have performed services for which compensation is sought, the person's position in the firm, and the year each attorney was first admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rate(s) during the Interim Period, (b) the total hours billed during the Interim Period, and (c) the total compensation for such hours.

11. Pre-petition certain Lehman Entities made various loans to certain SunCal Debtors and certain of their non-debtor affiliates pursuant to various separate loan agreements (collectively, the “Lehman Loans”). Over \$2.0 billion, including accrued interest, is owed on the Lehman Loans.

12. During the Compensation Period, PSZJ attorneys and paraprofessionals expended a total of 835.15 hours for services provided in connection with the Representative Matters, and incurred fees in the total amount of \$559,794.75 and expenses in the total amount of \$21,793.81 in connection with such services.

13. Certain of the services performed by PSZJ during the Interim Period were provided on behalf of and rendered a benefit only to LCPI. In particular, these services consist of those performed in connection with the Appeals (as defined below) and other matters arising in the SunCal Chapter 11 Cases affecting the automatic stay as it applies to LCPI. Annexed hereto as Exhibit A is a summary of the services by project category rendered by PSZJ for the benefit of LCPI only and for which compensation is sought from the Debtors’ estates. PSZJ is seeking compensation from the Debtors’ estates for services performed during the Interim Period solely on behalf of and for the benefit of LCPI in the total amount of \$31,227.50.

14. In addition, due to the nature of the matters pending in the SunCal Debtors’ Chapter 11 Cases, certain of the services performed and expenses incurred by PSZJ during the Interim Period were provided on behalf of and rendered a benefit to all of the Lehman Entities, including LCPI. PSZJ has allocated the fees and expenses for such services between the Debtors’ estates, on the one hand, and the non-debtor affiliates on the other hand,



in accordance with the applicable loan balances attributed to the loans extended by each respective Lehman Entity to each respective SunCal Debtor. Pursuant to such allocation, 30% of fees and expenses incurred by PSZJ are attributable to the Debtors' estates and 70% of fees and expenses incurred by PSZJ are attributable to the nondebtor Lehman Entities.

Accordingly, (a) of the total fees in the amount of \$528,567.25 incurred for the benefit of all the Lehman Entities (including LCPI), PSZJ is seeking compensation in the amount of \$158,570.17 from the Debtors' estates, and (b) of the total expenses in the amount of \$21,793.81 incurred for the benefit of all Lehman Entities (including LCPI), PSZJ is seeking compensation in the amount of \$6,538.14 from the Debtors' estates.<sup>1</sup>

15. In sum, pursuant to this Interim Application, PSZJ hereby seeks allowance and compensation from the Debtors' estates of the following: (a) compensation for professional services rendered during the Interim Period in the aggregate amount of \$189,797.67 (*i.e.*, \$31,227.50 plus \$158,570.17); and (b) reimbursement of expenses incurred during the Interim Period in connection with such services in the aggregate amount of \$6,538.14.

16. Annexed hereto as Exhibit B is a summary of all services rendered by PSZJ during the Interim Period by project category. Annexed hereto as Exhibit C is a summary of time charges and hourly rates by professional. Annexed hereto as Exhibit D is a summary of the types of expenses for which reimbursement is sought. Annexed hereto as Exhibit E is a listing of the detailed time entries of PSZJ professionals and paraprofessionals,

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<sup>1</sup> PSZJ will seek payment from the non-debtor Lehman Entities for (a) the remaining fees it incurred during the Interim Period in the amount of \$369,997.08 and (b) the remaining expenses it incurred during the Interim Period in the amount of \$15,255.67.

by project category, with respect to the compensation requested as well as a detailed itemization of expenses for which reimbursement is sought. Annexed hereto as Exhibit F is the certification of Dean A. Ziehl with respect to the Interim Application pursuant to the Local Guidelines.

#### **Summary of Services Rendered**

17. The names of the partners and associates of PSZJ who have rendered professional services in this case during the Interim Period, and the paralegals who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit C.

18. PSZJ, by and through the above-named persons, has prepared and assisted in the preparation of various pending motions and orders submitted to the California Bankruptcy Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with this case, and performed all necessary professional services which are described and narrated in detail below.

#### **Summary of Services by Categories**

19. The services rendered by PSZJ during the Interim Period can be grouped into the categories set forth below. PSZJ attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit E. Exhibit E identifies the attorneys and paraprofessionals who rendered services relating to each

category, along with the number of hours for each individual and the total compensation sought for each category.

**A. Asset Analysis/Recovery**

20. Time billed in this category relates to on-site inspection of real property and a meeting regarding budget and settlement discussions.

Fees: \$5,460.00

Total hours: 8.40

**B. Appeals**

21. Time billed in this category relates to services provided for the benefit of Debtor LCPI in connection with the appeals (the “Appeals”) of various orders of the California Bankruptcy Court impacting the automatic stay applicable to LCPI as follows:

- (a) BAP Nos. 09-1100 through 09-1107 relate to appeals to the Bankruptcy Appellate Panel for the Ninth Circuit of several orders entered by the California Bankruptcy Court denying various motions for relief from the automatic stay filed by LCPI and Lehman ALI in the SunCal Chapter 11 Cases. LCPI and Lehman ALI appealed aspects of the orders impacting the automatic stay applicable to LCPI.
- (b) BAP No. 09-1121 relates to the appeal to the Bankruptcy Appellate Panel for the Ninth Circuit of an order entered by the California Bankruptcy Court granting the SunCal Debtors’ motion for leave to file a second amended complaint to, among other things, name LCPI as a defendant in the adversary proceeding styled Palmdale Hills Property, LLC et al. v. Lehman Commercial

Paper Inc., et al., Adv. Pro. 09-1005 (ES) (the “Equitable Subordination Action”).

Fees: \$15,710.00

Total hours: 23.00

**C. Bankruptcy Litigation**

22. Time billed in this category relates to the services performed by PSZJ in connection with various litigation issues arising in the SunCal Debtors’ cases that are not billed in a separate category. During the Interim Period, PSZJ, among other things: (a) prepared for and participated in various meetings with professionals, (b) prepared for and appeared at hearings in the California Bankruptcy Court, (c) performed research for and prepared objections, replies and supporting documents in response to various motions filed by the SunCal Debtors, including responses and supplements thereto in connection with the SunCal Debtors’ motion for approval of bid procedures in connection with the sale of certain real property and their request to deprive the Lehman Entities of their right to credit bid, and the Lehman Entities’ motion to dismiss the second amended complaint filed by the SunCal Debtors against, among others, the Lehman Entities in the Equitable Subordination Action, (d) prepared for and participated in discovery conferences and conducted discovery in connection with the Equitable Subordination Action and other pending contested matters, and (e) prepared for and participated in global settlement negotiations with all professionals in the SunCal Debtors’ cases, including the preparation of settlement term sheets.

Fees: \$362,766.50

Total hours: 481.10

**D. Case Administration**

23. Time billed in this category relates to case administrative matters.

During the compensation period, PSZJ, among other things, reviewed the docket sheet for filings and the status of various matters in the SunCal Chapter 11 Cases, in addition to reviewing pleadings, proofs of claim and various other documents in connection with such cases.

Fees: \$3,329.50                      Total hours: 8.50

**E. Claims Administration/Objections**

24. Time billed in this category relates to (a) the preparation and filing of proofs of claim on behalf of the Lehman Entities against the SunCal Debtors in the SunCal Chapter 11 Cases, (b) the extensive analysis of proofs of claim filed against each of the 26 SunCal Debtors and the Schedules of Assets and Liabilities filed by each of the 26 SunCal Debtors, (c) the preparation of the Lehman Entities' opposition to the SunCal Debtors' motion to strike claims and pleadings filed by the Lehman Entities in the SunCal Chapter 11 Cases, and (d) resolution of various claims bar date issues in the SunCal Chapter 11 Cases.

Fees: \$39,519.75                      Total hours: 113.65

**F. Financing**

25. Time billed in this category relates to (a) negotiations concerning debtor-in-possession financing provided by the Lehman Entities to the SunCal Debtors and the Lehman Entities' authorization regarding the SunCal Debtors' use of cash collateral and (b) the preparation of stipulations and orders in connection therewith.

Fees: \$19,546.25                      Total hours: 26.45

**G. Plan and Disclosure Statement**

26. Time billed in this category relates to (a) review and analysis of plans of reorganization and disclosure statements and amendments thereto filed by the SunCal Debtors, (b) extensive research in connection with and preparation of the Lehman Entities' objection to the SunCal Debtors' disclosure statement, and (c) review, analysis and resolution of the SunCal Debtors' motion to extend their exclusive periods for filing and soliciting acceptances of a plan of reorganization.

Fees: \$104,610.75 Total hours: 156.05

**H. PSZJ Retention**

27. Included in this category are services rendered relating to the retention of PSZJ as special counsel in these cases, including drafting, revising and reviewing documents related to retention and obtaining court approval of the application to retain PSZJ as special counsel in these cases.

Fees: \$7,762.00 Total hours: 15.60

**I. Retention of Professional/Others**

28. Time billed in this category relates to reviewing retention/employment applications filed in the SunCal Chapter 11 Cases, objections to same and related issues.

Fees: \$567.50 Total hours: 1.30

**J. Stay Litigation**

29. This category relates to services provided in connection with the review and analysis of motions to lift stay filed by various parties in the SunCal Chapter 11 Cases and analysis of their impact upon the Lehman Entities.

Fees: \$522.50                                      Total hours: 1.10

30. The hourly rates being charged are PSZJ's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZJ during the Interim Period is \$559,794.75. As set forth above, the reasonable value of the services rendered by PSZJ for the benefit of the Debtors is \$189,797.67. *See supra* at ¶15.

31. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZJ is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZJ has reviewed the requirements of the Local Rules and believes that this Application complies with such rules.

**Expenses Incurred by PSZJ**

32. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed under section 327 of the Bankruptcy Code. The total amount of the expenses is \$21,793.81 for the Interim Period, as detailed in the attached Exhibit D. As set forth above, PSZJ seeks reimbursement for expenses incurred in rendering services to the Debtors during the Interim Period in the amount of \$6,538.14. *See supra* at ¶15.

33. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Guidelines, PSZJ maintains the following policies with respect to expenses for which reimbursement is sought herein:

- (a) No amortization of the cost of any investment, equipment, or capital outlay is included in the expenses. In addition, for those items or services that PSZJ purchased or contracted from a third party (such as outside copy services), PSZJ seeks reimbursement only for the exact amount billed to PSZJ by the third party vendor and paid by PSZJ to the third party vendor.
- (b) Photocopying by PSZJ was charged at 10 cents per page. To the extent practicable, PSZJ utilized less expensive outside copying services.
- (c) Telecopying by PSZJ was charged to its clients at the cost of the long distance call required to send the facsimile. The firm did not impose any charge to its clients for local facsimiles, inbound facsimiles, interoffice facsimiles or facsimiles costing less than \$1.00.
- (d) Meals charged to the Debtors for PSZJ personnel were associated with out of town travel, meetings with the Debtors or other parties in these chapter 11 cases, or dinner for PSZJ professionals working past 8:00 p.m.
- (e) The time pressures associated with the services rendered by PSZJ frequently required PSZJ's professionals and paraprofessionals to devote substantial amounts of time during the evenings and on weekends. PSZJ has charged the Debtors for secretarial and other staff overtime expense that is directly associated with such after-hours work and is absolutely necessary. PSZJ does not consider these to be part of its ongoing overhead expenses because they are special incremental expenses arising from the specific services being provided to the Debtors.

**The Requested Compensation Should Be Allowed**

34. Section 330 of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and



- (B) reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1). Section 330(a)(3)(A) further provides the following standards for the Court's review of a fee application:

35. In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

36. PSZJ respectfully submits that it has satisfied the requirements for the allowance of the compensation and reimbursement of expenses sought herein. The services described above, at the time they were provided, were necessary and beneficial to the administration of the Debtors' chapter 11 cases. PSZJ's services were consistently performed in a timely manner, commensurate with the complexity of the issues facing the Debtors and the nature and importance of the problems, issues, and tasks. Furthermore, the compensation sought by PSZJ is reasonable because it is based on the customary compensation charged by

comparably skilled practitioners outside of bankruptcy. Accordingly, approval of the compensation sought herein is warranted.

**Statements of PSZJ Pursuant to Bankruptcy Rule 2016(a)**

37. PSZJ has not submitted monthly statements during the Interim Period and accordingly has not yet received any payment from the Debtors relating to fees and expenses on account of services provided during the Interim Period.

38. No agreement or understanding exists between PSZJ and any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among partners of PSZJ. All of the services for which compensation is sought in this Interim Application were rendered at the request of, and solely on behalf of, the Debtors, and not at the request of, or on behalf of, any other person or entity.

**Waiver of Memorandum of Law**

39. This Interim Application does not raise any novel issues of law. Accordingly, PSZJ respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

**Notice**

40. Notice of this Interim Application and its exhibits will be given to (a) the Debtors; (b) counsel to the Debtors; (c) the U.S. Trustee; (d) counsel to the Creditors' Committee; and (e) the Fee Committee. PSZJ respectfully submits that no other or further notice is required.

WHEREFORE, PSZJ respectfully requests that the Court (a) enter an order allowing interim compensation of \$189,797.67 to PSZJ for professional services rendered as special counsel for the Debtors during the Interim Period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$6,538.14 in connection with PSZJ's services during the Interim Period; (b) authorize and direct the Debtors to pay to PSZJ any and all unpaid, invoiced amounts for the Interim Period; and (c) grant to PSZJ such other and further relief as the Court may deem proper.

Dated: August 14, 2009

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ Dean A. Ziehl

Richard M. Pachulski

Dean A. Ziehl

Maria A. Bove

780 Third Avenue, 36<sup>th</sup> Floor

New York, NY 10017

Telephone: 212.561.7700

Facsimile: 212.561.777

**EXHIBIT A**

**Summary Of Fees Incurred For Services Provided For Benefit Of LCPI Only**

<b>Dates</b>	<b>Category</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
3/1/09-3/31/09	Appeals	7.90	Various	\$5,214.00
4/1/09-4/30/09	Appeals	4.80	Various	\$3,023.50
5/1/09-5/31/09	Appeals	10.30	Various	\$7,472.50
3/8/09	Bankruptcy Litigation	3.30	850.00	\$2,805.00
3/9/09	Bankruptcy Litigation	1.20	495.00	\$594.00
3/9/09	Bankruptcy Litigation	3.20	850.00	\$2,720.00
3/9/09	Bankruptcy Litigation	6.70	850.00	\$5,695.00
3/9/09	Bankruptcy Litigation	1.30	850.00	\$1,105.00
3/11/09	Bankruptcy Litigation	1.70	675.00	\$1,147.50
3/11/09	Bankruptcy Litigation	0.30	475.00	\$142.50
3/11/09	Bankruptcy Litigation	0.20	475.00	\$95.00
3/11/09	Bankruptcy Litigation	0.30	475.00	\$142.50
3/17/09	Bankruptcy Litigation	1.80	595.00	\$1,071.00
	<b>TOTAL:</b>	<b>43.00</b>		<b>\$31,227.50</b>

**EXHIBIT B**

**SUMMARY OF SERVICES BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Asset Analysis/Recovery	8.40	\$ 5,460.00
Appeals	23.00	15,710.00
Bankruptcy Litigation	481.10	362,766.50
Case Administration	8.50	3,329.50
Claims Administration/Objections	113.65	39,519.75
Financing	26.45	19,546.25
Plan and Disclosure Statement	156.05	104,610.75
PSZJ Retention	15.60	7,762.00
Retention of Professionals/Others	1.30	567.50
Stay Litigation	1.10	522.50
<b>TOTAL SERVICES BILLED:</b>	<b>835.15</b>	<b>\$ 559,794.75</b>

**EXHIBIT C**

**SUMMARY OF TIME CHARGES AND HOURLY RATES BY PROFESSIONAL FOR  
PERIOD FROM FEBRUARY 25, 2009 THROUGH MAY 31, 2009**

<b>Name of Professional &amp; Title</b>	<b>Year Admitted to Practice</b>	<b>Billing Rate</b>	<b>Total Hours Billed</b>	<b>Fee Totals</b>
Richard M. Pachulski, Partner	1979	\$850.00	179.80	\$152,830.00
Dean A. Ziehl, Partner	1978	795.00	297.20	236,274.00
Robert J. Feinstein, Partner	1982	795.00	0.30	238.50
Brad R. Godshall, Partner	1982	775.00	44.70	34,642.50
James K.T. Hunter, Of Counsel	1976	650.00	8.60	5,590.00
Henry C. Kevane, Partner	1986	675.00	2.10	1,417.50
Shirley S. Cho, Of Counsel	1997	595.00	27.70	16,481.50
Harry Hochman, Of Counsel	1987	575.00	58.60	33,695.00
Maxim B. Litvak, Partner	1997	550.00	6.50	3,575.00
Malhar S. Pagay, Partner	1994	495.00	5.00	2,475.00
Maria A Bove, Of Counsel	2001	475.00	106.40	50,540.00
David A. Abadir, Associate	2008	350.00	17.50	6,125.00
Mark M. Billion, Associate	2007	325.00	0.80	260.00
Leslie A. Forrester, Paralegal	N/A	250.00	0.50	125.00
Denise A. Harris, Paralegal	N/A	225.00	0.80	180.00
Beth D. Dassa, Paralegal	N/A	225.00	2.40	540.00
Thomas J. Brown, Paralegal	N/A	195.00	73.05	14,244.75
Mike A. Matteo, Paralegal	N/A	195.00	1.10	214.50
Jorge E. Rojas, Paralegal	N/A	195.00	0.70	136.50
John F. Bass, Paralegal	N/A	150.00	1.40	210.00
<b>TIME CHARGES TOTAL:</b>			<b>835.15</b>	<b>\$559,794.75</b>

**Total Hours: 835.15**

**Blended Hourly Rate: \$670.29**  
**(Attorneys and Paralegals)**

**Blended Hourly Rate: \$720.52**  
**(Attorneys)**

**EXHIBIT D**

**SUMMARY OF DISBURSEMENTS BILLED**

<b>Expense Category</b>	<b>Total Expenses</b>
Air Fare	\$1,933.10
Auto Travel Expense	1,098.66
Federal Express	233.64
Filing Fee	2,295.00
Fax Transmittal	46.00
Guest Parking	4.50
Hotel Expense	751.81
IHAS Attorney Service (Copy Service)	342.00
Outside Service (Reproduction)	1,476.00
Overtime	143.89
Pacer – Court Research	1,482.40
Postage	65.08
Reproduction Expense	850.80
Reproduction/Scan Copy	920.00
Travel Expense	360.00
Overtime	143.89
Westlaw Legal Research	9,745.02
Working Meals	45.31
<b>TOTAL DISBURSEMENTS BILLED:</b>	<b>\$21,793.81</b>

**EXHIBIT E**

**SUMMARY OF SERVICES**



**PACHULSKI STANG ZIEHL & JONES LLP**

10100 Santa Monica Boulevard  
11th Floor  
Los Angeles, CA 90067

February 28, 2009

Invoice Number **84777**      **52063 00001**      **RMP**

F. Robert Brusco, Esq.  
Lehman Brothers Holdings, Inc.  
1271 Avenue of The Americas, 46th Floor  
New York, New York 10020

Balance forward as of last invoice, dated: May 31, 2009	\$587,553.71
A/R Adjustments	-\$587,553.71
Net balance forward	<u>\$0.00</u>

Re: Lehman/SunCal

**Statement of Professional Services Rendered Through 02/28/2009**

			<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Bankruptcy Litigation [L430]</b>					
02/25/09	DAZ	Review SunCal background and clear conflict issues with S. Goldich.	1.50	795.00	\$1,192.50
02/27/09	DAZ	Review SunCal docket; Review pleadings; Research re background.	7.00	795.00	\$5,565.00
<b>Task Code Total</b>			<u>8.50</u>		<u>\$6,757.50</u>
<b>Total professional services:</b>			8.50		<b>\$6,757.50</b>

**Summary:**

Total professional services	<u>\$6,757.50</u>
<b>Net current charges</b>	<b>\$6,757.50</b>
<b>Total balance now due</b>	<b>\$6,757.50</b>

DAZ	Ziehl, Dean A.	<u>8.50</u>	795.00	<u>\$6,757.50</u>
		8.50		\$6,757.50

Invoice number 84777

52063 00001

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**Task Code Summary**

		<b>Hours</b>	<b>Amount</b>
BL	Bankruptcy Litigation [L430]	8.50	\$6,757.50
		<hr/> 8.50	<hr/> \$6,757.50

**PACHULSKI STANG ZIEHL & JONES LLP**

10100 Santa Monica Boulevard  
11th Floor  
Los Angeles, CA 90067

March 31, 2009

Invoice Number **84778**      **52063 00001**      **RMP**

F. Robert Brusco, Esq.  
Lehman Brothers Holdings, Inc.  
1271 Avenue of The Americas, 46th Floor  
New York, New York 10020

Balance forward as of last invoice, dated: February 28, 2009

\$6,757.50

Net balance forward

\$6,757.50

Re: Lehman/SunCal

**Statement of Professional Services Rendered Through**

**03/31/2009**

			<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Asset Analysis/Recovery[B120]</b>					
03/13/09	JKH	Travel to and from, attend Marble-Head development site inspection and meeting at Couchot's office re settlement, budget discussions.	8.40	650.00	\$5,460.00
<b>Task Code Total</b>			<u>8.40</u>		<u>\$5,460.00</u>
<b>Appeals [B430]</b>					
03/16/09	MB	Telephone conference with S. Cho regarding filings (appeal).	0.10	475.00	\$47.50
03/20/09	DAZ	Review notices of appeal re stay issue (.20); Telephone conference with Weil team re appeal strategy (.30); Telephone conferences with S. Cho and Blaustein re filing and timing of appeal (.30); Office conference with M. Bove re staffing and issues (.30); Review pleadings and correspondence (.50).	1.60	795.00	\$1,272.00
03/20/09	RMP	Analyze and comment on appeal issues.	0.60	850.00	\$510.00
03/20/09	SSC	Review and revise notices of appeal; review 9th Circuit BAP Rules; telephone conferences with A. Blaunstein; coordinate filing notices of appeal with Ninth Circuit Bankruptcy Appellate Panel; email filed documents to A. Blaunstein.	2.30	595.00	\$1,368.50
03/26/09	MB	Telephone conference with S. Cho regarding appeal dates.	0.20	475.00	\$95.00
03/26/09	SSC	Review and revise timeline re BAP appeal.	0.80	595.00	\$476.00
03/30/09	RMP	Review draft issues on appeal and e-mails regarding same.	0.30	850.00	\$255.00

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03/30/09	SSC	Email with J. Sanborn re statement of issues for filing (.1); search for designation (.2); review J. Sanborn additional precedent (.2); review emails from J. Sanborn re questions; telephone conference with S. Maizel re same; telephone conference Sanborn re same (.5); review statement of issues and designation of record and revise formatting (.2); telephone conference with J. Sanborn re same (.1); coordinate filing (.2); create appeals timeline (.5).	2.00	595.00	\$1,190.00
<b>Task Code Total</b>			<b>7.90</b>		<b>\$5,214.00</b>

**Bankruptcy Litigation [L430]**

03/03/09	JFB	Review and Obtain documents re Deer Point LLC for RMP	0.60	150.00	\$90.00
03/06/09	DAZ	Review pleadings on SunCal (4.50); Telephone conferences with Weil team re issues and strategy re case (.80).	5.30	795.00	\$4,213.50
03/06/09	RMP	Participate on client call and review pleadings to get up to speed.	5.90	850.00	\$5,015.00
03/07/09	DAZ	Review pleadings and transcripts, client documents, etc. re preparation for transition (5.0); Office conference with R. Pachulski re case issues and strategy (1.0); Telephone conferences with Weil lawyers re case issues and strategy re pending motions re bid procedures (2.0).	8.00	795.00	\$6,360.00
03/07/09	RMP	Prepare for and participate on team call.	1.60	850.00	\$1,360.00
03/07/09	RMP	Review credit bid case law.	3.70	850.00	\$3,145.00
03/08/09	DAZ	Review pleadings, correspondence and client documents re background (6.0); Review 105(a) motion (.50).	6.50	795.00	\$5,167.50
03/08/09	RMP	Conference calls regarding credit bid issues and LCPI automatic stay issues and review pleadings regarding same.	3.30	850.00	\$2,805.00
03/09/09	DAZ	Review and revise draft motions; Telephone conferences with Weil lawyers and R. Pachulski re case strategy (3.0); Telephone conferences with Debtors' counsel and R. Pachulski re alternatives re New York and California proceedings (1.0); Review budgets.	5.00	795.00	\$3,975.00
03/09/09	DAZ	Review and revise letter re joint administration hearing (.20); Telephone conferences re overall strategy (1.50); Prepare for hearing re joint administration and sale procedures (2.50).	4.20	795.00	\$3,339.00
03/09/09	MSP	Legal research re: Waiver of automatic stay	1.20	495.00	\$594.00
03/09/09	MSP	Telephone call (2) to law clerk re: tentative rulings on sale procedures	0.20	495.00	\$99.00
03/09/09	MSP	Review court site for tentative rulings	0.20	495.00	\$99.00
03/09/09	MSP	Review sale procedures motion, order re: RFS and objection to order	0.70	495.00	\$346.50
03/09/09	RMP	Various calls and analysis regarding automatic stay issues.	3.20	850.00	\$2,720.00
03/09/09	RMP	Prepare for 3/10 hearings and telephone conferences with co-counsel regarding same.	6.70	850.00	\$5,695.00
03/09/09	RMP	Review emergency motion and issues and telephone	1.30	850.00	\$1,105.00

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		conference with Couchot regarding same.			
03/09/09	MB	Review Lehman objection to sale procedures motion	0.20	475.00	\$95.00
03/09/09	SSC	Conduct research needed for hearing; revise notice of filing; briefly review letter requesting status conference; telephone conferences with E. Lemmer re same; review tentatives for hearing; coordinate filing and service of notice of filings.	4.70	595.00	\$2,796.50
03/10/09	DAZ	Prepare for and attend meetings with E. Soto; Attend hearing re bid procedure, joint administration and stay issues (9.0); Conference with team re settlement issues and results of hearing (1.0); Review pleadings and correspondence (.75).	10.75	795.00	\$8,546.25
03/10/09	HCK	Review emails from D. Ziehl re Sun Cal pleadings.	0.40	675.00	\$270.00
03/10/09	HDH	Review pleadings re SunCal litigation	3.30	575.00	\$1,897.50
03/10/09	MAM	Draft substitution of attorney for Shirley S. Cho.	0.70	195.00	\$136.50
03/10/09	RMP	Prepare for, travel to and from and attend 3/10 hearings and client follow-up.	7.90	850.00	\$6,715.00
03/10/09	SSC	Telephone conference with E. Lemmer re filings needed (.1); review and forward multiple emails from E. Lemmer re same (.2); telephone conference with E. Lemmer re same (.1); follow up with service (.2).	0.60	595.00	\$357.00
03/11/09	DAZ	Review pleadings and correspondence (1.0); Telephone conferences re jurisdictional / stay issues (1.0). Telephone conferences re status conference with M. Bove (.40); Review settlement summary (.20); Telephone conferences with M. Bove re retention terms and review drafts (1.0).	3.60	795.00	\$2,862.00
03/11/09	HCK	Review various SunCal/Lehman pleadings re sale provisions, joint administration and automatic stay.	1.70	675.00	\$1,147.50
03/11/09	HDH	Review SunCal pleadings	0.60	575.00	\$345.00
03/11/09	RMP	Prepare for and participate on Lehman call.	1.20	850.00	\$1,020.00
03/11/09	MB	Appear at telephonic conference with NY Bankruptcy Court et al. regarding SunCal matters.	0.30	475.00	\$142.50
03/11/09	MB	Draft email to DAZ & RMP regarding conference call with Judge Peck regarding SunCal.	0.20	475.00	\$95.00
03/11/09	MB	Prepare for conference call with NY Bankruptcy Court regarding SunCal matters.	0.30	475.00	\$142.50
03/12/09	DAZ	Participate telephonically on status conference hearing (.50); Review pleadings and correspondence (2.0). Telephone conferences re site inspection (.20); Conference with R. Pachulski re case issues (.20).	2.90	795.00	\$2,305.50
03/12/09	RMP	Prepare for and participate on client calls.	0.80	850.00	\$680.00
03/12/09	RMP	Review venue issues.	0.40	850.00	\$340.00
03/13/09	DAZ	Telephone conferences re site inspection (.30); Review pleadings and correspondence (1.0); Telephone conferences re second amended complaint, briefing, supplemental evidence, etc.	2.05	795.00	\$1,629.75
03/13/09	JKH	Telephone call from Dean Ziehl regarding meeting, and view.	0.20	650.00	\$130.00
03/13/09	RMP	Telephone conference with Danske Bank counsel regarding various case issues and follow-up with client rep regarding same.	1.60	850.00	\$1,360.00

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03/13/09	RMP	Review and analyze proposed term sheet and review e-mails regarding same.	0.50	850.00	\$425.00
03/16/09	BRG	Review Lehman pleadings.	2.40	775.00	\$1,860.00
03/16/09	DAZ	Telephone conferences with Weil team re research issues and motion re second amended complaint (1.0); Telephone call from Blaustein re 510(c) research and duress issues (.30); Telephone call from Keegan (K&E) re objection to Winthrop employment and discovery re same (.30); Review authorities re consolidation and conference with H. Hochman re same (3.0); Research re informal claim issue (1.50).	6.10	795.00	\$4,849.50
03/16/09	HDH	conferences with Dean A. Ziehl re ex parte motion	0.40	575.00	\$230.00
03/16/09	MSP	Legal research re: credit bid/subordination issue.	1.80	495.00	\$891.00
03/16/09	RMP	Review and respond to various bankruptcy questions.	1.30	850.00	\$1,105.00
03/16/09	RMP	Telephone conference with Danske Bank counsel regarding strategy.	0.90	850.00	\$765.00
03/16/09	MB	Review pleadings regarding second amended Complaint.	0.30	475.00	\$142.50
03/16/09	MB	Review docket and pleadings.	0.30	475.00	\$142.50
03/16/09	LAF	Legal research re: Substantive consolidation & R. 7042.	0.50	250.00	\$125.00
03/16/09	BDD	Conversation with R. Pachulski re overbid procedures motion and related documents	0.10	225.00	\$22.50
03/16/09	BDD	Research and compilation of pleadings re overbid procedures motion and related pleadings	2.00	225.00	\$450.00
03/16/09	BDD	Conversation with M. Wilson re compilation of documents related to overbid procedures motion	0.10	225.00	\$22.50
03/16/09	BDD	Email to M. Wilson re compilation of documents related to overbid procedures motion	0.10	225.00	\$22.50
03/16/09	SSC	Review and forward voice mail of C. Keegan re Couchot retention (.1); telephone conference with C. Keegan re same (.1); telephone conference with M. Bove re critical dates (.1).	0.30	595.00	\$178.50
03/17/09	BRG	Review sale pleadings.	3.30	775.00	\$2,557.50
03/17/09	DAZ	Office conference with H. Hochman and B. Godshall re case strategy and details.	1.00	795.00	\$795.00
03/17/09	DAZ	Analysis of substantive consolidation claims; Telephone conferences with E. Soto, Lemmer and Blaustein re case strategy issues; Respond to Miller requests re stipulation to file 2nd amended complaint; Conference with R. Pachulski re case strategy.	8.00	795.00	\$6,360.00
03/17/09	HDH	Conferences with Dean A. Ziehl re subordination / consolidation issues	0.50	575.00	\$287.50
03/17/09	MSP	Finalize legal research and analysis re: credit bid/subordination/recharacterization issues.	0.90	495.00	\$445.50
03/17/09	RMP	Prepare for sale hearing.	3.40	850.00	\$2,890.00
03/17/09	BDD	Email to R. Pachulski re binder (re overbid procedures motion docs)	0.10	225.00	\$22.50
03/17/09	SSC	Research re automatic stay issue.	1.80	595.00	\$1,071.00
03/18/09	BRG	Review loan documents and sale pleadings.	5.00	775.00	\$3,875.00
03/18/09	DAZ	Review pleadings and correspondence (1.0); Review proposed order re stay (.30); Telephone conferences with committee, counsel, Couchot and Neil re continuance of	6.80	795.00	\$5,406.00

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		hearing and documentation of 30-day budget (1.50); Analysis of stay issue and court's order (2.0); Review Brusco declaration and exhibits (1.0); Review DIP offer and discuss with team (1.0).			
03/18/09	RMP	Various conference calls and prepare for credit bid court hearing.	6.80	850.00	\$5,780.00
03/19/09	DAZ	Prepare for and attend continued hearing re bid procedures and conference with counsel re budget and settlement (6.0); Telephone conferences with Weil lawyers re appeal of stay issues (.30).	6.30	795.00	\$5,008.50
03/19/09	JFB	Review docket and obtain Joint administration motion for Richard M. Pachulski.	0.80	150.00	\$120.00
03/19/09	RMP	Prepare for, travel to and from, and attend sale hearing and deal with cash collateral issues and client follow-up.	7.40	850.00	\$6,290.00
03/20/09	HDH	Review complaint and motions to dismiss	1.50	575.00	\$862.50
03/20/09	RMP	Prepare for and participate on client call regarding settlement issues.	1.10	850.00	\$935.00
03/23/09	DAZ	Telephone conferences re preparation for hearing re bid procedures and Rule 26 meeting, etc. (1.0); Review tentative ruling (.20); Telephone conferences re substitution of counsel and billing issues (.20).	1.40	795.00	\$1,113.00
03/23/09	RMP	Prepare for, travel to and from, and attend settlement meeting and follow-up with client reps.	13.50	850.00	\$11,475.00
03/23/09	RMP	Start re-preparing for credit bid hearing.	1.00	850.00	\$850.00
03/24/09	DAZ	Prepare for and attend continued hearing re bid procedures and motion re second amended complaint (7.0); Telephone conferences with Weil team re settlement, etc. (1.0); Review authorities re motion to dismiss (1.0); Telephone conferences with H. Hochman and E. Soto re same (.40).	9.40	795.00	\$7,473.00
03/24/09	HDH	Conference with Dean A. Ziehl re complaint	0.10	575.00	\$57.50
03/24/09	HDH	Telephone conference with Maria Bove re research issues	0.20	575.00	\$115.00
03/24/09	HDH	Research ripeness issues	1.40	575.00	\$805.00
03/24/09	HDH	Telephone conferences with Maria Bove re research findings	0.30	575.00	\$172.50
03/24/09	HDH	Telephone conference with Dean A. Ziehl re research	0.20	575.00	\$115.00
03/24/09	RMP	Prepare for, travel to and from, and attend credit bid hearing and follow-up calls regarding same.	8.20	850.00	\$6,970.00
03/24/09	MB	Telephone conferences with H. Hochman regarding equitable subordination complaint research	0.20	475.00	\$95.00
03/24/09	MB	Telephone conference with H. Hochman regarding research regarding ripeness (for motion to dismiss complaint)	0.20	475.00	\$95.00
03/24/09	MB	Draft response to D. Ziehl and H. Hochman regarding research regarding ripeness (for motion to dismiss complaint)	0.50	475.00	\$237.50
03/25/09	DAZ	Prepare damages/subordination analysis (w/spreadsheet charts) (3.0); Telephone conferences re various issues with Weil team (.30).	3.30	795.00	\$2,623.50
03/25/09	HDH	Review pleadings	0.60	575.00	\$345.00
03/25/09	MB	Research regarding dismissal of equitable subordination complaint and stay of discovery.	1.70	475.00	\$807.50

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03/25/09	MB	Review motion to dismiss complaint & motion for leave to amend complaint.	0.80	475.00	\$380.00
03/25/09	MB	Review loan chart (overbid procedures).	0.20	475.00	\$95.00
03/25/09	MB	Draft memo regarding stay of discovery.	1.90	475.00	\$902.50
03/26/09	DAZ	Review correspondence re settlement disputes (.20); Telephone conferences re Rule 26 timing issues (.20); Review memorandum and authorities re ripeness and stay of discovery (1.50); Research re sub-contractors (2.0).	3.90	795.00	\$3,100.50
03/26/09	MB	Research regarding ripeness and stay of discovery (2.0); draft memorandum regarding ripeness and stay of discovery (3.9)	5.90	475.00	\$2,802.50
03/26/09	MB	Telephone conference with DAZ regarding equitable subordination/ripeness and discovery stay memorandum	0.20	475.00	\$95.00
03/27/09	DAZ	Review pleadings and correspondence (.50); Telephone conference with E. Soto re witness interviews (.20); Telephone conferences re expert consultants (1.0); Telephone call from Keegan re motion re disqualification (.30); Telephone call from Lehman committee counsel re status (.50).	2.50	795.00	\$1,987.50
03/27/09	DAZ	Telephone call from Sanborn (Weil) re statement of issues re appeal of order re stay (.30); Review and revise sub-contractor spreadsheet and charts and conference with Weil and M. Bove re same (2.50); Respond to inquiries re impact of stay appeal (.30); Review Danske supplemental response (1.0).	4.10	795.00	\$3,259.50
03/27/09	RMP	Review potential settlement/appeal issues.	0.40	850.00	\$340.00
03/27/09	RMP	Telephone conference with RB regarding counter-party issues and team conference call regarding same; review correspondence regarding same.	1.40	850.00	\$1,190.00
03/30/09	DAZ	Prepare for and attend meetings with Lehman witnesses; Conference with Weil team re case strategy, issues, etc. (8.0); Review draft statement of issues on appeal (.20).	8.20	795.00	\$6,519.00
03/31/09	DAZ	Telephone conferences re potential expert consultants and research re same (1.0); Review pleadings and correspondence (.50).	1.50	795.00	\$1,192.50
03/31/09	RMP	Exchange e-mails regarding settlement meeting and review settlement draft.	0.80	850.00	\$680.00
03/31/09	MB	Review summons & 2nd amended complaint.	0.20	475.00	\$95.00
<b>Task Code Total</b>			<b>248.00</b>		<b>\$189,068.00</b>

**Case Administration [B110]**

03/09/09	MB	Review Lehman docket for D. Ziehl	0.90	475.00	\$427.50
03/11/09	MAM	Review amendment to Lien regarding list of guarantors.	0.40	195.00	\$78.00
03/11/09	MB	Review docket.	0.10	475.00	\$47.50
03/11/09	MB	Review 3/11 docket.	0.50	475.00	\$237.50
03/16/09	MB	Review docket.	0.10	475.00	\$47.50
03/16/09	JER	Pull cases for Dean Ziehl.	0.50	195.00	\$97.50
03/16/09	MMB	Locate and pull Dow Corning briefing regarding	0.80	325.00	\$260.00



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		substantive consolidation			
03/17/09	MB	Review dockets; review joint administration motion	0.20	475.00	\$95.00
03/18/09	MB	Review dockets (.1); email to D. Ziehl regarding status update (.1)	0.20	475.00	\$95.00
03/19/09	MB	Telephone conference with E. Lemmer regarding substitution of counsel, status update regarding Sun-Cal matters	0.10	475.00	\$47.50
03/20/09	MB	Review Sun-Cal pleadings (docket update)	0.20	475.00	\$95.00
<b>Task Code Total</b>			<b>4.00</b>		<b>\$1,528.00</b>

**Claims Admin/Objections[B310]**

03/28/09	DAZ	Review draft proofs of claim and arrangements for filing.	1.00	795.00	\$795.00
03/28/09	RMP	Review proofs of claim.	1.20	850.00	\$1,020.00
03/30/09	HDH	Review emails re proofs of claim	0.30	575.00	\$172.50
03/30/09	HDH	Conference with Brad R. Godshall re claims	0.20	575.00	\$115.00
03/30/09	HDH	Email instructions re POC's	0.30	575.00	\$172.50
03/30/09	HDH	Coordinate POC filings	0.50	575.00	\$287.50
<b>Task Code Total</b>			<b>3.50</b>		<b>\$2,562.50</b>

**Financing [B230]**

03/19/09	MBL	Calls/emails with R. Pachulski re DIP stipulation (0.3); review background documents, pleadings and docket (1.5); draft DIP loan stipulation (4.0).	5.80	550.00	\$3,190.00
03/20/09	RMP	Review draft cash collateral stipulation, edit same and various conferences with client and counsel regarding same.	2.90	850.00	\$2,465.00
03/21/09	RMP	Review and revise cash collateral stipulation, review and respond to comment, and various telephone conferences with NC regarding same.	3.20	850.00	\$2,720.00
03/22/09	DAZ	Review draft stipulations and comments re funding.	0.75	795.00	\$596.25
03/22/09	RMP	Work through DIP loan issues and deal with NC and PC regarding same.	1.90	850.00	\$1,615.00
03/22/09	MBL	Review revised DIP financing stipulation; emails re same.	0.70	550.00	\$385.00
03/25/09	RMP	Deal with DIP, credit and settlement discussion issues including telephone conferences with NG and conference call with PC and NC regarding DIP loan.	2.20	850.00	\$1,870.00
03/26/09	RMP	Deal with DIP issues and settlement issues and various telephone conferences regarding same.	1.60	850.00	\$1,360.00
03/27/09	RMP	Various telephone conferences and e-mails regarding DIP agreement and issues relating thereto.	2.40	850.00	\$2,040.00
<b>Task Code Total</b>			<b>21.45</b>		<b>\$16,241.25</b>

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**Plan & Disclosure Stmt. [B320]**

03/19/09	BRG	Begin plan objection.	3.00	775.00	\$2,325.00
03/19/09	HDH	Review Disclosure Statement	1.50	575.00	\$862.50
03/20/09	BRG	Continue drafting plan objection.	5.50	775.00	\$4,262.50
03/20/09	HDH	Conference with Brad R. Godshall re plan research	0.10	575.00	\$57.50
03/20/09	MB	Office conference with D. Ziehl regarding plan issues; retention	0.20	475.00	\$95.00
03/21/09	BRG	Continue drafting of plan objection.	3.80	775.00	\$2,945.00
03/22/09	BRG	Continue drafting of plan objection.	4.00	775.00	\$3,100.00
03/24/09	BRG	Continue working on objection.	5.50	775.00	\$4,262.50
03/24/09	HDH	Conference with Brad R. Godshall re consolidation issues	0.30	575.00	\$172.50
03/25/09	BRG	Edit objection.	3.80	775.00	\$2,945.00
03/26/09	BRG	Draft plan objection.	4.00	775.00	\$3,100.00
03/26/09	HDH	Conference with Brad R. Godshall and Dean A. Ziehl re plan objections	0.30	575.00	\$172.50
03/26/09	HDH	Review objection	0.20	575.00	\$115.00
03/27/09	BRG	Edit plan objection.	2.40	775.00	\$1,860.00
03/27/09	HDH	Analyze confirmation issues	0.50	575.00	\$287.50
03/29/09	DAZ	Review files re preparation for witness interviews (8.0)	8.00	795.00	\$6,360.00
03/30/09	BRG	Review pleadings.	2.00	775.00	\$1,550.00
03/31/09	HDH	Research subordination	2.70	575.00	\$1,552.50
03/31/09	HDH	Review and revise confirmation objections	1.20	575.00	\$690.00
<b>Task Code Total</b>			<b>49.00</b>		<b>\$36,715.00</b>

**PSZ&J Retention**

03/10/09	MB	Telephone conference with D. Ziehl regarding retention application (.1); telephone conference with E. Lemmer regarding same (.1).	0.20	475.00	\$95.00
03/10/09	MB	Telephone conference with J. Sapp regarding retention application.	0.10	475.00	\$47.50
03/11/09	MB	Review Lehman conflict check results.	0.30	475.00	\$142.50
03/11/09	MB	Review conflict check results.	0.20	475.00	\$95.00
03/16/09	MB	Draft retention application.	0.60	475.00	\$285.00
03/20/09	MB	Revise substitutions of counsel (.4); review pleadings regarding substitution of counsel (.6)	1.00	475.00	\$475.00
03/22/09	MB	Review conflict check results	0.50	475.00	\$237.50
03/22/09	MB	Draft retention application.	0.30	475.00	\$142.50
03/23/09	MB	Draft email to R. Brusco regarding substitution of counsel	0.20	475.00	\$95.00
03/23/09	MB	Draft retention application	1.10	475.00	\$522.50
03/23/09	MB	Review substitution of counsel forms	0.10	475.00	\$47.50
03/23/09	MB	Office conference with R. Feinstein regarding conflict check results	0.10	475.00	\$47.50

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Task Code Total	4.70	\$2,232.50
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**Ret. of Prof./Other**

03/12/09	DAH	Attention to matters related to special counsel application	0.80	225.00	\$180.00
03/16/09	MB	Review response to Winthrop retention application.	0.10	475.00	\$47.50
Task Code Total			0.90		\$227.50

Total professional services:	347.85	\$259,248.75
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**Costs Advanced:**

03/10/2009	FE	52063.00001 FedEx Charges for 03-10-09	\$73.49
03/10/2009	FE	52063.00001 FedEx Charges for 03-10-09	\$44.34
03/11/2009	PAC	52063.00001 PACER Charges for 03-11-09	\$2.16
03/12/2009	PAC	52063.00001 PACER Charges for 03-12-09	\$8.72
03/13/2009	GP	Guest Parking [E124] Parking at Couchot's Office, JKTH	\$1.50
03/16/2009	PAC	52063.00001 PACER Charges for 03-16-09	\$2.16
03/16/2009	WL	52063.00001 Westlaw Charges for 03-16-09	\$206.00
03/17/2009	PAC	52063.00001 PACER Charges for 03-17-09	\$7.92
03/17/2009	RE2	( 202 @0.10 PER PG)	\$20.20
03/17/2009	RE2	( 142 @0.10 PER PG)	\$14.20
03/17/2009	RE2	( 62 @0.10 PER PG)	\$6.20
03/17/2009	RE2	( 132 @0.10 PER PG)	\$13.20
03/17/2009	RE2	( 170 @0.10 PER PG)	\$17.00
03/17/2009	RE2	( 40 @0.10 PER PG)	\$4.00
03/17/2009	RE2	( 144 @0.10 PER PG)	\$14.40
03/17/2009	WL	52063.00001 Westlaw Charges for 03-17-09	\$1,241.79
03/18/2009	PAC	52063.00001 PACER Charges for 03-18-09	\$2.16
03/18/2009	RE2	( 21 @0.10 PER PG)	\$2.10
03/18/2009	RE2	( 53 @0.10 PER PG)	\$5.30
03/19/2009	AF	Air Fare [E110] United Airlines, 1/2 split airfare (LAX.JFK/LAX) [Total \$3866.20]; 3/29/09 departure (note, departure cahnged- AmX shows 31st) DAZ	\$1,933.10
03/19/2009	PAC	52063.00001 PACER Charges for 03-19-09	\$1.60
03/19/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/19/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/19/2009	RE2	( 56 @0.10 PER PG)	\$5.60
03/19/2009	RE2	( 25 @0.10 PER PG)	\$2.50
03/19/2009	RE2	( 42 @0.10 PER PG)	\$4.20
03/19/2009	RE2	( 23 @0.10 PER PG)	\$2.30
03/19/2009	TE	Travel Expense [E110] Travel Agency Fee, DAZ	\$60.00

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03/20/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/20/2009	RE2	( 2 @0.10 PER PG)	\$0.20
03/20/2009	RE2	( 25 @0.10 PER PG)	\$2.50
03/20/2009	RE2	( 22 @0.10 PER PG)	\$2.20
03/23/2009	PAC	52063.00001 PACER Charges for 03-23-09	\$4.00
03/23/2009	WL	52063.00001 Westlaw Charges for 03-23-09	\$74.28
03/24/2009	FF	Filing Fee [E112] United States Bankruptcy Court Clerk fee for 8 notices of Appeal	\$2,040.00
03/24/2009	PAC	52063.00001 PACER Charges for 03-24-09	\$1.84
03/24/2009	RE	(COM 75 @0.10 PER PG)	\$7.50
03/24/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/24/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/24/2009	RE2	( 2 @0.10 PER PG)	\$0.20
03/24/2009	RE2	( 2 @0.10 PER PG)	\$0.20
03/24/2009	RE2	( 12 @0.10 PER PG)	\$1.20
03/24/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/24/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/24/2009	RE2	( 15 @0.10 PER PG)	\$1.50
03/24/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/25/2009	RE2	( 120 @0.10 PER PG)	\$12.00
03/25/2009	RE2	( 37 @0.10 PER PG)	\$3.70
03/25/2009	RE2	( 37 @0.10 PER PG)	\$3.70
03/25/2009	RE2	( 88 @0.10 PER PG)	\$8.80
03/25/2009	RE2	( 15 @0.10 PER PG)	\$1.50
03/25/2009	SO	Secretarial Overtime M. Desjardian	\$31.98
03/25/2009	WL	52063.00001 Westlaw Charges for 03-25-09	\$627.26
03/26/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/26/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/26/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/26/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/26/2009	RE2	( 65 @0.10 PER PG)	\$6.50
03/26/2009	RE2	( 75 @0.10 PER PG)	\$7.50
03/26/2009	RE2	( 75 @0.10 PER PG)	\$7.50
03/26/2009	RE2	( 118 @0.10 PER PG)	\$11.80

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03/26/2009	RE2	( 49 @0.10 PER PG)	\$4.90
03/26/2009	WL	52063.00001 Westlaw Charges for 03-26-09	\$2,058.87
03/27/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/27/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/27/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/27/2009	TE	Travel Expense [E110] DAZ travel expense (LA petty cash)	\$300.00
03/30/2009	PAC	52063.00001 PACER Charges for 03-30-09	\$0.32
03/30/2009	RE	(AGR 104 @0.10 PER PG)	\$10.40
03/30/2009	RE	(AGR 72 @0.10 PER PG)	\$7.20
03/30/2009	RE	(AGR 30 @0.10 PER PG)	\$3.00
03/30/2009	RE	(AGR 106 @0.10 PER PG)	\$10.60
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 8 @0.10 PER PG)	\$0.80
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 9 @0.10 PER PG)	\$0.90
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 166 @0.10 PER PG)	\$16.60
03/30/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 4 @0.10 PER PG)	\$0.40
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 4 @0.10 PER PG)	\$0.40
03/30/2009	RE2	( 4 @0.10 PER PG)	\$0.40
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 3 @0.10 PER PG)	\$0.30
03/30/2009	RE2	( 210 @0.10 PER PG)	\$21.00
03/30/2009	RE2	( 122 @0.10 PER PG)	\$12.20
03/30/2009	RE2	( 2 @0.10 PER PG)	\$0.20
03/30/2009	RE2	( 99 @0.10 PER PG)	\$9.90
03/31/2009	FE	52063.00001 FedEx Charges for 03-31-09	\$18.57
03/31/2009	PAC	52063.00001 PACER Charges for 03-31-09	\$0.40
03/31/2009	RE	(DOC 1631 @0.10 PER PG)	\$163.10
03/31/2009	RE	(DOC 235 @0.10 PER PG)	\$23.50
03/31/2009	RE2	( 16 @0.10 PER PG)	\$1.60

03/31/2009	RE2	( 239 @0.10 PER PG)	\$23.90
03/31/2009	RE2	( 1 @0.10 PER PG)	\$0.10
03/31/2009	RE2	( 7 @0.10 PER PG)	\$0.70
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 15 @0.10 PER PG)	\$1.50
03/31/2009	RE2	( 16 @0.10 PER PG)	\$1.60
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	RE2	( 14 @0.10 PER PG)	\$1.40
03/31/2009	WL	52063.00001 Westlaw Charges for 03-31-09	\$269.44

Total Expenses:

**\$9,696.62**

**Summary:**

Total professional services

\$259,248.75

Total expenses

\$9,696.62

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Net current charges \$268,945.37

Net balance forward \$6,757.50

Total balance now due \$275,702.87

BDD	Dassa, Beth D.	2.40	225.00	\$540.00
BRG	Godshall, Brad R.	44.70	775.00	\$34,642.50
DAH	Harris, Denise A.	0.80	225.00	\$180.00
DAZ	Ziehl, Dean A.	122.15	795.00	\$97,109.25
HCK	Kevane, Henry C.	2.10	675.00	\$1,417.50
HDH	Hochman, Harry D.	17.20	575.00	\$9,890.00
JER	Rojas, Jorge E.	0.50	195.00	\$97.50
JFB	Bass, John F.	1.40	150.00	\$210.00
JKH	Hunter, James K. T.	8.60	650.00	\$5,590.00
LAF	Forrester, Leslie A.	0.50	250.00	\$125.00
MAM	Matteo, Mike A.	1.10	195.00	\$214.50
MB	Bove, Maria A.	21.00	475.00	\$9,975.00
MBL	Litvak, Maxim B.	6.50	550.00	\$3,575.00
MMB	Billion, Mark M.	0.80	325.00	\$260.00
MSP	Pagay, Malhar S.	5.00	495.00	\$2,475.00
RMP	Pachulski, Richard M.	100.60	850.00	\$85,510.00
SSC	Cho, Shirley S.	12.50	595.00	\$7,437.50
		347.85		\$259,248.75

### Task Code Summary

		Hours	Amount
AA	Asset Analysis/Recovery[B120]	8.40	\$5,460.00
AP	Appeals [B430]	7.90	\$5,214.00
BL	Bankruptcy Litigation [L430]	248.00	\$189,068.00
CA	Case Administration [B110]	4.00	\$1,528.00
CO	Claims Admin/Objections[B310]	3.50	\$2,562.50
FN	Financing [B230]	21.45	\$16,241.25
PD	Plan & Disclosure Stmt. [B320]	49.00	\$36,715.00
PR	PSZ&J Retention	4.70	\$2,232.50
RPO	Ret. of Prof./Other	0.90	\$227.50
		347.85	\$259,248.75



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**Expense Code Summary**

Air Fare [E110]	\$1,933.10
Federal Express [E108]	\$136.40
Filing Fee [E112]	\$2,040.00
Guest Parking [E124]	\$1.50
Pacer - Court Research	\$37.20
Reproduction Expense [E101]	\$314.70
Reproduction/ Scan Copy	\$364.10
Overtime	\$31.98
Travel Expense [E110]	\$360.00
Westlaw - Legal Research [E106]	\$4,477.64
	<hr/>
	\$9,696.62

**PACHULSKI STANG ZIEHL & JONES LLP**

10100 Santa Monica Boulevard  
11th Floor  
Los Angeles, CA 90067

April 30, 2009

Invoice Number **84779**      **52063 00001**      **RMP**

F. Robert Brusco, Esq.  
Lehman Brothers Holdings, Inc.  
1271 Avenue of The Americas, 46th Floor  
New York, New York 10020

Balance forward as of last invoice, dated: March 31, 2009

\$275,702.87

Net balance forward

\$275,702.87

Re: Lehman/SunCal

**Statement of Professional Services Rendered Through**

**04/30/2009**

			<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Appeals [B430]</b>					
04/02/09	RMP	Review statement of issues and other appeal documents.	0.50	850.00	\$425.00
04/02/09	SSC	Review email from J. Sanborn and call to court clerk re transcript issues (.1); teleconference with J. Sanborn re appeal matters and stipulation to consolidate appeals (.2).	0.30	595.00	\$178.50
04/05/09	SSC	Review email from J. Sanborn re Notice of Appeals: emails with J. Sanborn re same; email to D. Ziehl re same.	0.30	595.00	\$178.50
04/06/09	SSC	Review email from A. Blaunstein re corporate ownership statement (.1); email to A. Blaunstein re BAP numbers (.1); review email from E. Lemmur re proofs of claim (.1); review emails from M. Bove re same (.1); review multiple emails re notice of appeals (.2); review revised notice of appeal and proof same (.1); telephone conference w/ J. Sanborn re notice of appeal (.1); coordinate filing and review service list (.7); review stipulation and order for filing and email to counsel re same (.2); email to R. Pachulski re same (.1).	1.80	595.00	\$1,071.00
04/08/09	SSC	Review and revise 8006 Transcript Notice (.1); email to J. Sanborn re same (.1).	0.20	595.00	\$119.00
04/10/09	SSC	Review clerk's order re briefing (.1); email to J. Sanborn re filing of 8006 statement (.2); email to S. Waisman re filing (.1); review clerk's order re briefing schedule and revise appeal timeline (.1); coordinate filing of 8006 statement (.2) review designation of counter issues filed by appellee and forward same to Weil (.1).	0.80	595.00	\$476.00
04/15/09	DAZ	Review statement of issues on appeal and correspondence re same.	0.20	795.00	\$159.00
04/16/09	SSC	Email to J. Sanborn re filing of statement of issues.	0.10	595.00	\$59.50

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04/22/09	SSC	Review clerk's order re finality and forward re same to J. Sanborn (.1); draft email re to do items for appeal (.2); review email re appeal (.1)	0.40	595.00	\$238.00
04/24/09	SSC	Review emails re status of various filings; email to J. Sanborn re status of appeal.	0.20	595.00	\$119.00
<b>Task Code Total</b>			<b>4.80</b>		<b>\$3,023.50</b>

**Bankruptcy Litigation [L430]**

04/01/09	DAZ	Telephone conferences with Weil team re Rule 26 meet and confer issues (.50); Review pleadings and correspondence (.30); Review settlement term sheets and comment letters (.30); Office conference with M. Bove re research re motion to dismiss 2nd Amended Complaint and review of same (.50); Review research and authorities re plan objections (1.0).	2.60	795.00	\$2,067.00
04/01/09	RMP	Respond to e-mails, telephone conference with Fitts regarding issues and review pleadings.	1.10	850.00	\$935.00
04/02/09	DAZ	Non-working travel (5.0); Telephone conferences with Weil team re revisions to settlement proposal with committee (.50); Telephone conferences with Weil and debtors' counsel re Rule 26 meet and confer (.50); Review DIP loan stipulation and exhibits (.30).	6.30	795.00	\$5,008.50
04/02/09	RMP	Review revised SunCal term sheet and various calls with co-counsel regarding same.	1.40	850.00	\$1,190.00
04/02/09	RMP	Review SunCal and Committee documents and telephone conference with NC regarding same.	0.40	850.00	\$340.00
04/03/09	DAZ	Telephone conference with Blaustein re motion to dismiss 2nd amended complaint and contest timing (.50); Office conferences re filing appeal and review correspondence re same (.30); Review pleadings and correspondence (3.0).	3.80	795.00	\$3,021.00
04/06/09	RMP	Various telephone conferences regarding sale and meeting issues.	2.30	850.00	\$1,955.00
04/07/09	DAZ	Review pleadings and correspondence (.50); Participate on call with client and Weil team re settlement issues and options (1.30); Review response to Miller letter and correspondence re same (.20); Telephone conference with Soto re scheduling issues (.20).	2.20	795.00	\$1,749.00
04/07/09	RMP	Prepare for and participate in call regarding counter-party issues.	1.20	850.00	\$1,020.00
04/07/09	RMP	Prepare for credit-bid hearing.	4.30	850.00	\$3,655.00
04/07/09	RMP	Review settlement drafts and telephone conferences regarding same.	1.30	850.00	\$1,105.00
04/07/09	MB	Review memorandum regarding ripeness (equitable subordination) (.1); telephone conference with L. Zerbinopoulos regarding same (.1)	0.20	475.00	\$95.00
04/08/09	DAZ	Telephone conference with Soto re 30(b)(6) to JP Morgan and draft e-mail re same (.50); Telephone conferences with R. Pachulski re settlement negotiations (.30); Review Plaintiffs' draft status report (.30); Prepare re bid procedures (2.0).	2.30	795.00	\$1,828.50

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04/08/09	RMP	Travel to and from and prepare for and attend settlement meeting.	9.50	850.00	\$8,075.00
04/08/09	RMP	Review supplemental Danske pleadings and telephone conferences with counsel regarding hearing.	1.00	850.00	\$850.00
04/08/09	MB	Telephone conferences with A. Blaustein and L. Zerbinopoulos regarding ripeness (motion to dismiss)	0.20	475.00	\$95.00
04/08/09	MB	Telephone conference with D. Ziehl regarding motion to dismiss equitable subordination complaint	0.10	475.00	\$47.50
04/09/09	DAZ	Review revised letter to Miller re representation agreements and conference with Weil lawyers re same (.40); Review hearing transcripts re automatic stay issues (.50).	1.20	795.00	\$954.00
04/09/09	RMP	Review JP Morgan issues and conference with D. Ziehl regarding same.	0.50	850.00	\$425.00
04/09/09	RMP	Review correspondence and e-mails.	0.30	850.00	\$255.00
04/10/09	RMP	Review BFP issues and review e-mails regarding JP Morgan.	0.90	850.00	\$765.00
04/13/09	RMP	Review pleadings.	0.40	850.00	\$340.00
04/14/09	RMP	Review exclusivity issues and conference with Lobel regarding case.	0.80	850.00	\$680.00
04/14/09	RMP	Deal with appraisal issues and e-mails regarding same.	0.70	850.00	\$595.00
04/15/09	RMP	Analyze counter-party issues and telephone conference with Soto regarding same.	0.80	850.00	\$680.00
04/15/09	RMP	Deal with exclusivity issues.	0.50	850.00	\$425.00
04/16/09	RMP	Deal with exclusivity issues.	0.30	850.00	\$255.00
04/20/09	RMP	Review various pleadings.	0.80	850.00	\$680.00
04/21/09	DAZ	Review and revise status conference statement and conference with Weil team re same (1.0) Review hearing transcripts, exhibits and files re DS objection and conference with H. Hochman and M. Bove re same (2.70); Telephone conferences re credit bid continuance (.30); Review pleadings and correspondence (1.0).	5.00	795.00	\$3,975.00
04/21/09	HDH	Research equit. sub remedies	0.80	575.00	\$460.00
04/22/09	DAZ	Telephone call from Keegan re status of equity settlement and disqualification opposition (.50); Telephone call from Soto re motion to dismiss, etc. (.20); Review pleadings and correspondence (.20); Review reply brief re Couchot employment (.20); Review and revise DS objection and conference with M. Bove and H. Hochman re same (1.50); Review and revise draft motion to dismiss (2.0); Review discovery objection (.10).	5.70	795.00	\$4,531.50
04/22/09	HDH	Conference with Dean A. Ziehl re motion to dismiss	0.20	575.00	\$115.00
04/22/09	HDH	Review motion to dismiss	0.50	575.00	\$287.50
04/22/09	RMP	Review motion to dismiss.	0.40	850.00	\$340.00
04/22/09	RMP	Review various pleadings.	0.70	850.00	\$595.00
04/22/09	RMP	Review various pleadings including status conference statement.	0.60	850.00	\$510.00
04/22/09	MB	Review draft Motion to Dismiss SunCal complaint	0.30	475.00	\$142.50
04/22/09	MB	Telephone conference with D. Ziehl regarding motion to dismiss SunCal complaint	0.20	475.00	\$95.00

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04/22/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.50	195.00	\$292.50
04/22/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
04/22/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
04/23/09	DAZ	Review employment application reply for trustee counsel and correspond with Couchot re same (.75); Review, revise and file Lehman status report and telephone conferences with Blaustein and Soto re same (1.0); Review and revise objection to DS and conference with co-counsel re same (1.75); Review BAP filing and conference re interlocutor appeal issue (.30); Telephone conferences re expert and witness interviews (.30); Review and revise introduction to motion to dismiss and conference with H. Hochman and Soto re same (1.0).	5.10	795.00	\$4,054.50
04/23/09	HDH	Conference Dean A. Ziehl re motion to dismiss	0.20	575.00	\$115.00
04/23/09	HDH	Review background documents	1.30	575.00	\$747.50
04/23/09	HDH	Research and draft section of motion to dismiss	2.80	575.00	\$1,610.00
04/23/09	HDH	Conference with Dean A. Ziehl re motion to dismiss	0.20	575.00	\$115.00
04/23/09	RMP	Telephone conferences with client reps, Friedman and Lobel regarding case issues.	1.20	850.00	\$1,020.00
04/23/09	RMP	Review filed pleadings.	0.60	850.00	\$510.00
04/23/09	RMP	Review various pleadings.	0.60	850.00	\$510.00
04/23/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
04/23/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	0.50	195.00	\$97.50
04/23/09	TJB	Searched for Exhibits to Lehman Objection per MAB's request	1.00	195.00	\$195.00
04/23/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
04/23/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
04/24/09	DAZ	Review and revise final draft of DS objection and conference with Weil team, M. Bove and H. Hochman re same (1.0); Review correspondence re appeal issues (.20); Conference with H. Hochman and M. Bove re subcon discovery issues and plan (.40); Review discovery directed to Lehman entities and review stay memorandum re same (.30); Review draft motion to dismiss (1.0); Review DS objections (1.0).	3.90	795.00	\$3,100.50
04/24/09	RMP	Review and analyze motion to dismiss second amended complaint.	0.70	850.00	\$595.00
04/24/09	MB	Revise substantive consolidation discovery outline	1.30	475.00	\$617.50
04/26/09	HDH	Review and revise motion to dismiss	2.70	575.00	\$1,552.50
04/27/09	HDH	conferences with Dean A. Ziehl re motion to dismiss	0.20	575.00	\$115.00
04/27/09	HDH	Review revised motion to dismiss	0.40	575.00	\$230.00
04/27/09	MB	Draft discovery outline for substantive consolidation	4.20	475.00	\$1,995.00
04/27/09	MB	Final review of motion to dismiss SunCal complaint and exhibits for filing	0.40	475.00	\$190.00

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04/27/09	MB	Draft and revise notice of motion to dismiss SunCal complaint	0.40	475.00	\$190.00
04/27/09	MB	Review revised motion to dismiss SunCal complaint	0.30	475.00	\$142.50
04/28/09	RMP	Review Suncal term sheet and telephone conferences with Lobel, Friedman, Bond, etc., regarding same.	1.60	850.00	\$1,360.00
04/28/09	RMP	Review pleadings.	0.80	850.00	\$680.00
04/29/09	RMP	Prepare for and participate on team call.	1.30	850.00	\$1,105.00
<b>Task Code Total</b>			<b>100.00</b>		<b>\$72,257.00</b>

**Case Administration [B110]**

04/03/09	RMP	Review e-mails and telephone conference with Bond regarding case issues.	0.80	850.00	\$680.00
04/08/09	DAZ	Respond to inquiry from Lehman committee (.10); Review pleadings and correspondence (.50).	0.60	795.00	\$477.00
04/15/09	TJB	Printed out Westlaw Cases Per MAB's request	1.00	195.00	\$195.00
04/20/09	SSC	Email to A. Blaunstein re corporate ownership statement.	0.10	595.00	\$59.50
04/22/09	TJB	Citation Check of Lehman Objection (Lehman ALI) per MAB's Request	1.00	195.00	\$195.00
<b>Task Code Total</b>			<b>3.50</b>		<b>\$1,606.50</b>

**Claims Admin/Objections[B310]**

04/06/09	HDH	Review email and order re bar date and investigate	0.20	575.00	\$115.00
04/06/09	MB	Review docket and pleadings regarding bar date issues (.7); email to D. Ziehl et al. regarding same (.2)	0.90	475.00	\$427.50
04/20/09	MB	Telephone conference with E. Lemmer and D. Ziehl regarding bar date issues	0.10	475.00	\$47.50
<b>Task Code Total</b>			<b>1.20</b>		<b>\$590.00</b>

**Financing [B230]**

04/02/09	RMP	Finalize stipulation issues regarding cash collateral.	0.50	850.00	\$425.00
04/03/09	SSC	Review emails re stipulation (.1); teleconference with R. Pachulski re order needed and filing (.1); revise stipulation (.2); draft order approving stipulation (.5); teleconference with L. Ekvall re same (.1); revise same (.2); teleconference with R. Pachulski re same (.1); review emails re same (.2).	1.50	595.00	\$892.50
04/27/09	RMP	Deal with Rubidoux issues.	0.90	850.00	\$765.00
<b>Task Code Total</b>			<b>2.90</b>		<b>\$2,082.50</b>

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**Plan & Disclosure Stmt. [B320]**

04/01/09	HDH	Research stay/confirmation issue	2.50	575.00	\$1,437.50
04/01/09	HDH	Draft memo to Brad R. Godshall re stay issues	0.70	575.00	\$402.50
04/01/09	HDH	Revise confirmation objections	1.10	575.00	\$632.50
04/06/09	DAZ	Telephone conferences with B. Godshall re Plan and DS objections (.20); Review pleadings and correspondence (.50); Telephone call from Blaustein re stay issues and DS objections (.10).	0.80	795.00	\$636.00
04/06/09	HDH	Telephone conferences with Bove and email re deadlines	0.20	575.00	\$115.00
04/06/09	HDH	Telephone conference with Brad R. Godshall re confirmation objections	0.20	575.00	\$115.00
04/06/09	HDH	Conference with G. Downing and email Dean A. Ziehl re memo	0.10	575.00	\$57.50
04/06/09	MB	Two telephone conferences with H. Hochman regarding objections to disclosure statement	0.20	475.00	\$95.00
04/10/09	DAZ	Review pleadings and correspondence (.50); Research re plan and DS objections, subcon. and subordination issues.	4.50	795.00	\$3,577.50
04/13/09	DAZ	Review and revise and conferences re joint status conference statement (1.0); Review pleadings and correspondence (.50); Review amended plan and DS and telephone conference with M. Bove re disclosure statement objection (2.50); Telephone conferences with debtors' counsel, committee and Weil team re exclusivity objections (1.20).	5.20	795.00	\$4,134.00
04/14/09	DAZ	Review pleadings and correspondence (1.0); Review draft of joint settlement of 2nd amended complaint (.30); Review motion re exclusivity and conference with M. Bove re same (.50); Review and research re disclosure statement and plan documents and conference with M. Bove re draft objection to same (3.75).	3.35	795.00	\$2,663.25
04/14/09	HDH	Conference with Dean A. Ziehl re plan	0.20	575.00	\$115.00
04/14/09	MB	Draft memorandum regarding substantive consolidation requirements	0.90	475.00	\$427.50
04/14/09	MB	Review motion to extend exclusivity periods	0.10	475.00	\$47.50
04/14/09	MB	Research regarding substantive consolidation	0.80	475.00	\$380.00
04/14/09	MB	Review Plan/Disclosure Statement and draft objection thereto	0.30	475.00	\$142.50
04/15/09	HDH	Telephone conference with M. Bove re Disclosure Statement objection	0.20	575.00	\$115.00
04/15/09	HDH	Review draft objection	0.40	575.00	\$230.00
04/15/09	HDH	Conference with Dean A. Ziehl re exclusivity	0.20	575.00	\$115.00
04/15/09	HDH	Review exclusivity motion	0.30	575.00	\$172.50
04/15/09	HDH	Begin research and drafting opposition to motion to extend exclusivity	2.30	575.00	\$1,322.50
04/15/09	MB	Telephone conference with D. Ziehl regarding Disclosure Statement objection	0.20	475.00	\$95.00
04/15/09	MB	Telephone conference with H. Hochman regarding Disclosure Statement objection	0.20	475.00	\$95.00
04/15/09	MB	Telephone conference with D. Ziehl regarding exclusivity	0.10	475.00	\$47.50

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		motion			
04/15/09	MB	Research regarding Disclosure Statement objection	1.50	475.00	\$712.50
04/16/09	DAZ	Review pleadings and correspondence (.50); Review notices of appeal (.10); Review JP Morgan production request and conference with Weil team re confidentiality (.30); Office conference with M. Bove and H. Hochman re basis for objection to extension of exclusivity (.30); Review research re plan and DS objections (4.0).	5.30	795.00	\$4,213.50
04/16/09	HDH	Conference with Dean A. Ziehl re exclusivity motion	0.10	575.00	\$57.50
04/16/09	DAA	Research elements of substantive consolidation and disclosure statements in the Ninth Circuit	2.80	350.00	\$980.00
04/17/09	DAZ	Office conference with M. Bove re plan and DS objections and review same.	2.00	795.00	\$1,590.00
04/17/09	MB	Revise Disclosure Statement objection	3.40	475.00	\$1,615.00
04/18/09	MB	Draft Disclosure Statement objection	5.20	475.00	\$2,470.00
04/18/09	MB	Research regarding substantive consolidation	0.70	475.00	\$332.50
04/19/09	DAZ	Review revised Disclosure Statement objection draft.	1.00	795.00	\$795.00
04/19/09	MB	Research regarding substantive consolidation in Ninth Circuit	0.50	475.00	\$237.50
04/19/09	MB	Revise Disclosure Statement objection	1.10	475.00	\$522.50
04/20/09	DAZ	Telephone conferences re claim bar date change and status of documents (.40); Office conferences re DS objections and review and revise drafts of same (3.0); Telephone conferences re status of trustee counsel and continuance of hearing (.30); Telephone conferences re exclusivity extension and e-mail re same (1.0); Review pleadings and correspondence (1.0).	5.70	795.00	\$4,531.50
04/20/09	HDH	Review draft of Disclosure Statement objection	0.40	575.00	\$230.00
04/20/09	HDH	Conference with Dean A. Ziehl re Disclosure Statement objection	0.50	575.00	\$287.50
04/20/09	HDH	Research and draft objection to Disclosure Statement	8.70	575.00	\$5,002.50
04/20/09	RMP	Review disclosure statement issues and DIP issues.	1.20	850.00	\$1,020.00
04/20/09	MB	Research regarding equitable subordination and lien avoidance and research for Disclosure Statement objection (regarding D. Ziehl issues)	3.30	475.00	\$1,567.50
04/20/09	MB	Telephone conference with D. Ziehl and H. Hochman regarding Disclosure Statement objection	0.10	475.00	\$47.50
04/20/09	MB	Review 3/10 hearing transcript (for Disclosure Statement objection)	0.40	475.00	\$190.00
04/20/09	MB	Revise Disclosure Statement objection	0.20	475.00	\$95.00
04/20/09	MB	Telephone conferences with H. Hochman and D. Ziehl regarding equitable subordination and Disclosure Statement objection	0.20	475.00	\$95.00
04/21/09	HDH	Revise Disclosure Statement objection	1.60	575.00	\$920.00
04/21/09	HDH	Research and drafting of Disclosure Statement objection	3.30	575.00	\$1,897.50
04/21/09	HDH	Conference with Dean A. Ziehl re objection	0.30	575.00	\$172.50
04/21/09	HDH	Review draft of objection	0.40	575.00	\$230.00
04/21/09	RMP	Review revised disclosure statement and consider issues.	1.10	850.00	\$935.00
04/21/09	MB	Revise Disclosure Statement objection	4.30	475.00	\$2,042.50
04/21/09	MB	Telephone conference with D. Ziehl regarding revisions to	0.20	475.00	\$95.00



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		Disclosure Statement objection			
04/22/09	HDH	Review and revise Disclosure Statement objection	1.20	575.00	\$690.00
04/22/09	MB	Research regarding transfer of liens under section 510(c)(2); revise Disclosure Statement objection regarding same	1.20	475.00	\$570.00
04/22/09	MB	Revise Disclosure Statement objection	0.30	475.00	\$142.50
04/23/09	HDH	Review correspondence and revisions of Disclosure Statement objection	0.30	575.00	\$172.50
04/23/09	RMP	Review objection to Suncal Disclosure Statement.	1.40	850.00	\$1,190.00
04/23/09	MB	Revise Disclosure Statement objection	3.10	475.00	\$1,472.50
04/23/09	MB	Draft outline of substantive consolidation issues	0.50	475.00	\$237.50
04/23/09	MB	Review motions for stay relief (for Disclosure Statement objection)	0.80	475.00	\$380.00
04/23/09	MB	Revise Disclosure Statement objection per Weil's comments	0.70	475.00	\$332.50
04/24/09	HDH	Review disclosure statement objections	0.40	575.00	\$230.00
04/24/09	HDH	Conference with Dean A. Ziehl re substantive consolidation.	0.20	575.00	\$115.00
04/24/09	RMP	Review and analyze Disclosure Statement objections.	0.80	850.00	\$680.00
04/24/09	MB	Telephone conference with D. Ziehl regarding Disclosure Statement objection	0.20	475.00	\$95.00
04/24/09	MB	Telephone conference with E. Lemmer regarding Disclosure Statement objection	0.20	475.00	\$95.00
04/24/09	MB	Revise Disclosure Statement objection	1.70	475.00	\$807.50
04/24/09	MB	Review notices of appeal; stay orders (for Disclosure Statement objection)	0.20	475.00	\$95.00
04/25/09	DAZ	Review plan objections and DS objections and authorities re same (2.0); Review correspondence (.10); Review and revise motion to dismiss (1.50).	3.60	795.00	\$2,862.00
04/27/09	DAZ	Review and revise motion to dismiss and conference with Weil team and H. Hochman re same (2.5); Review and execute stipulation re exclusivity (.20); Telephone conferences with clerk re calendared motions and conferences re same (.20); Review pleadings and correspondence (1.0).	3.90	795.00	\$3,100.50
04/28/09	DAZ	Review pleadings and correspondence (.50); Review discovery plan memorandum re subcon matters (.30); Telephone conferences with Weil team re discovery stay, etc. (.20).	1.00	795.00	\$795.00

Task Code Total

102.25

\$64,118.25

**PSZ&J Retention**

04/15/09	MB	Revise retention application	1.50	475.00	\$712.50
04/15/09	MB	Review conflict check results	3.40	475.00	\$1,615.00
04/20/09	MB	Revise retention application	0.50	475.00	\$237.50
04/20/09	MB	Review conflict check results	0.70	475.00	\$332.50
04/30/09	MB	Review conflict check results	0.20	475.00	\$95.00

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Task Code Total	6.30	\$2,992.50
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Ret. of Prof./Other

04/21/09	RMP	Review employment objections and issues.	0.40	850.00	\$340.00
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Task Code Total	0.40	\$340.00
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Total professional services:	221.35	\$147,010.25
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**Costs Advanced:**

04/01/2009	PAC	52063.00001 PACER Charges for 04-01-09	\$1.44
04/01/2009	WL	52063.00001 Westlaw Charges for 04-01-09	\$284.24
04/02/2009	HT	Hotel Expense [E110] New York Palace Hotel, (1/2 split NY Hotel- 4 nights) DAZ	\$751.81
04/03/2009	PAC	52063.00001 PACER Charges for 04-03-09	\$6.24
04/03/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/03/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/03/2009	RE2	( 16 @0.10 PER PG)	\$1.60
04/03/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/03/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/03/2009	RE2	( 26 @0.10 PER PG)	\$2.60
04/03/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/03/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/03/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/06/2009	FE	52063.00001 FedEx Charges for 04-06-09	\$6.14
04/06/2009	PAC	52063.00001 PACER Charges for 04-06-09	\$25.68
04/06/2009	PO	52063.00001 :Postage Charges for 04-06-09	\$3.80
04/06/2009	RE	(DOC 226 @0.10 PER PG)	\$22.60
04/06/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/06/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/06/2009	RE2	( 7 @0.10 PER PG)	\$0.70
04/06/2009	RE2	( 60 @0.10 PER PG)	\$6.00
04/06/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/06/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/06/2009	RE2	( 133 @0.10 PER PG)	\$13.30
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 114 @0.10 PER PG)	\$11.40

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04/06/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/06/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/06/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/06/2009	RE2	( 5 @0.10 PER PG)	\$0.50
04/08/2009	AT	Auto Travel Expense [E109] AMS Transportation, pu at residence and drop in Newport Beach, RMP	\$179.20
04/08/2009	AT	Auto Travel Expense [E109] AMS Transportation, pu in Newport Beach and drop residence, RMP	\$250.88
04/08/2009	RE2	( 196 @0.10 PER PG)	\$19.60
04/08/2009	RE2	( 119 @0.10 PER PG)	\$11.90
04/08/2009	RE2	( 117 @0.10 PER PG)	\$11.70
04/08/2009	RE2	( 82 @0.10 PER PG)	\$8.20
04/08/2009	RE2	( 92 @0.10 PER PG)	\$9.20
04/08/2009	RE2	( 43 @0.10 PER PG)	\$4.30
04/09/2009	PAC	52063.00001 PACER Charges for 04-09-09	\$2.08
04/09/2009	RE2	( 115 @0.10 PER PG)	\$11.50
04/09/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/09/2009	RE2	( 102 @0.10 PER PG)	\$10.20
04/10/2009	IHAS	52063.00001 Attorney Service Charges for 04-10-09	\$93.00
04/10/2009	PAC	52063.00001 PACER Charges for 04-10-09	\$3.04
04/10/2009	RE	(AGR 18 @0.20 PER PG)	\$3.60
04/10/2009	RE2	( 4 @0.10 PER PG)	\$0.40
04/10/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/10/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/10/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/10/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/10/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/10/2009	RE2	( 36 @0.10 PER PG)	\$3.60
04/10/2009	RE2	( 60 @0.10 PER PG)	\$6.00
04/14/2009	RE2	( 1 @0.10 PER PG)	\$0.10
04/14/2009	RE2	( 17 @0.10 PER PG)	\$1.70
04/14/2009	RE2	( 71 @0.10 PER PG)	\$7.10
04/14/2009	RE2	( 31 @0.10 PER PG)	\$3.10
04/14/2009	RE2	( 58 @0.10 PER PG)	\$5.80
04/14/2009	RE2	( 92 @0.10 PER PG)	\$9.20
04/15/2009	RE2	( 36 @0.10 PER PG)	\$3.60
04/15/2009	RE2	( 88 @0.10 PER PG)	\$8.80
04/15/2009	RE2	( 56 @0.10 PER PG)	\$5.60
04/15/2009	RE2	( 38 @0.10 PER PG)	\$3.80
04/15/2009	WL	52063.00001 Westlaw Charges for 04-15-09	\$250.00

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04/16/2009	PAC	52063.00001 PACER Charges for 04-16-09	\$2.64
04/16/2009	RE	(AGR 12 @0.10 PER PG)	\$1.20
04/16/2009	RE	(DOC 2 @0.10 PER PG)	\$0.20
04/16/2009	RE	(DOC 2 @0.10 PER PG)	\$0.20
04/16/2009	RE2	( 2 @0.10 PER PG)	\$0.20
04/16/2009	WL	52063.00001 Westlaw Charges for 04-16-09	\$564.52
04/16/2009	WL	52063.00001 Westlaw Charges for 04-16-09	\$44.01
04/17/2009	PAC	52063.00001 PACER Charges for 04-17-09	\$8.16
04/17/2009	RE2	( 3 @0.10 PER PG)	\$0.30
04/19/2009	WL	52063.00001 Westlaw Charges for 04-19-09	\$104.57
04/20/2009	FE	52063.00001 FedEx Charges for 04-20-09	\$6.00
04/20/2009	PAC	52063.00001 PACER Charges for 04-20-09	\$2.40
04/20/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
04/20/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
04/20/2009	WL	52063.00001 Westlaw Charges for 04-20-09	\$942.24
04/21/2009	WL	52063.00001 Westlaw Charges for 04-21-09	\$133.20
04/22/2009	PAC	52063.00001 PACER Charges for 04-22-09	\$1.12
04/22/2009	RE	(DOC 21 @0.10 PER PG)	\$2.10
04/22/2009	RE2	SCAN/COPY ( 8 @0.10 PER PG)	\$0.80
04/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
04/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
04/22/2009	RE2	SCAN/COPY ( 31 @0.10 PER PG)	\$3.10
04/22/2009	WL	52063.00001 Westlaw Charges for 04-22-09	\$644.75
04/22/2009	WL	52063.00001 Westlaw Charges for 04-22-09	\$224.11
04/23/2009	FE	52063.00001 FedEx Charges for 04-23-09	\$6.14
04/23/2009	PAC	52063.00001 PACER Charges for 04-23-09	\$35.60
04/23/2009	PO	52063.00001 :Postage Charges for 04-23-09	\$2.36
04/23/2009	RE2	SCAN/COPY ( 29 @0.10 PER PG)	\$2.90
04/23/2009	RE2	SCAN/COPY ( 15 @0.10 PER PG)	\$1.50
04/23/2009	RE2	SCAN/COPY ( 48 @0.10 PER PG)	\$4.80
04/23/2009	WL	52063.00001 Westlaw Charges for 04-23-09	\$88.38
04/24/2009	FE	52063.00001 FedEx Charges for 04-24-09	\$7.70
04/24/2009	PAC	52063.00001 PACER Charges for 04-24-09	\$4.48
04/24/2009	PO	52063.00001 :Postage Charges for 04-24-09	\$1.85
04/24/2009	RE	(DOC 73 @0.10 PER PG)	\$7.30
04/24/2009	RE2	SCAN/COPY ( 72 @0.10 PER PG)	\$7.20
04/24/2009	RE2	SCAN/COPY ( 73 @0.10 PER PG)	\$7.30
04/26/2009	PAC	52063.00001 PACER Charges for 04-26-09	\$3.60
04/27/2009	IHAS	52063.00001 Attorney Service Charges for 04-27-09	\$93.00
04/27/2009	PAC	52063.00001 PACER Charges for 04-27-09	\$1.44
04/27/2009	PO	52063.00001 :Postage Charges for 04-27-09	\$15.18
04/27/2009	PO	52063.00001 :Postage Charges for 04-27-09	\$0.42
04/27/2009	RE	(DOC 21 @0.10 PER PG)	\$2.10

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04/27/2009	RE	(PLDG 2 @0.10 PER PG)	\$0.20
04/27/2009	RE	(DOC 1453 @0.10 PER PG)	\$145.30
04/27/2009	RE2	SCAN/COPY ( 36 @0.10 PER PG)	\$3.60
04/27/2009	RE2	SCAN/COPY ( 33 @0.10 PER PG)	\$3.30
04/27/2009	RE2	SCAN/COPY ( 4 @0.10 PER PG)	\$0.40
04/27/2009	RE2	SCAN/COPY ( 8 @0.10 PER PG)	\$0.80
04/27/2009	RE2	SCAN/COPY ( 8 @0.10 PER PG)	\$0.80
04/27/2009	RE2	SCAN/COPY ( 73 @0.10 PER PG)	\$7.30
04/27/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
04/28/2009	PAC	52063.00001 PACER Charges for 04-28-09	\$17.36
04/28/2009	RE2	SCAN/COPY ( 125 @0.10 PER PG)	\$12.50
04/28/2009	RE2	SCAN/COPY ( 5 @0.10 PER PG)	\$0.50
04/28/2009	RE2	SCAN/COPY ( 14 @0.10 PER PG)	\$1.40
04/29/2009	FE	52063.00001 FedEx Charges for 04-29-09	\$6.14
04/29/2009	PAC	52063.00001 PACER Charges for 04-29-09	\$1.52
04/29/2009	PO	52063.00001 :Postage Charges for 04-29-09	\$2.10
04/29/2009	RE	(DOC 36 @0.10 PER PG)	\$3.60
04/29/2009	RE2	SCAN/COPY ( 9 @0.10 PER PG)	\$0.90

Total Expenses:

**\$5,258.64**

**Summary:**

Total professional services	\$147,010.25
Total expenses	\$5,258.64

<b>Net current charges</b>	<b>\$152,268.89</b>
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Net balance forward	\$275,702.87
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<b>Total balance now due</b>	<b>\$427,971.76</b>
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DAA	Abadir, David A.	2.80	350.00	\$980.00
DAZ	Ziehl, Dean A.	75.25	795.00	\$59,823.75
HDH	Hochman, Harry D.	35.30	575.00	\$20,297.50
MB	Bove, Maria A.	47.70	475.00	\$22,657.50
RMP	Pachulski, Richard M.	44.60	850.00	\$37,910.00
SSC	Cho, Shirley S.	5.70	595.00	\$3,391.50
TJB	Brown, Thomas J.	10.00	195.00	\$1,950.00
		<u>221.35</u>		<u>\$147,010.25</u>

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**Task Code Summary**

		<b>Hours</b>	<b>Amount</b>
AP	Appeals [B430]	4.80	\$3,023.50
BL	Bankruptcy Litigation [L430]	100.00	\$72,257.00
CA	Case Administration [B110]	3.50	\$1,606.50
CO	Claims Admin/Objections[B310]	1.20	\$590.00
FN	Financing [B230]	2.90	\$2,082.50
PD	Plan & Disclosure Stmt. [B320]	102.25	\$64,118.25
PR	PSZ&J Retention	6.30	\$2,992.50
RPO	Ret. of Prof./Other	0.40	\$340.00
		<hr/> 221.35	<hr/> \$147,010.25

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**Expense Code Summary**

Auto Travel Expense [E109]	\$430.08
Federal Express [E108]	\$32.12
Hotel Expense [E110]	\$751.81
IHAS Attorney Service	\$186.00
Pacer - Court Research	\$116.80
Postage [E108]	\$25.71
Reproduction Expense [E101]	\$188.40
Reproduction/ Scan Copy	\$247.70
Westlaw - Legal Research [E106]	\$3,280.02
	<hr/> \$5,258.64

**PACHULSKI STANG ZIEHL & JONES LLP**

10100 Santa Monica Boulevard  
11th Floor  
Los Angeles, CA 90067

May 31, 2009

Invoice Number **84867**      **52063 00001**      **RMP**

F. Robert Brusco, Esq.  
Lehman Brothers Holdings, Inc.  
1271 Avenue of The Americas, 46th Floor  
New York, New York 10020

Balance forward as of last invoice, dated: April 30, 2009

\$427,971.76

Net balance forward

\$427,971.76

Re: Lehman/SunCal

**Statement of Professional Services Rendered Through**

**05/31/2009**

			<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
<b>Appeals [B430]</b>					
05/09/09	DAZ	Review response to clerks order re finality and exhibits.	1.00	795.00	\$795.00
05/10/09	SSC	Email to Weil team re Palmdale appeal deadline.	0.10	595.00	\$59.50
05/11/09	RMP	Review issues regarding appeal.	0.40	850.00	\$340.00
05/11/09	SSC	Coordinate filing of BAP motion.	0.50	595.00	\$297.50
05/18/09	SSC	Email to J. Sanborn re BAP appellate brief	0.20	595.00	\$119.00
05/20/09	SSC	Analysis re filing requirements for BAP brief and email to J. Sanborn re same (.1); analysis re BAP briefing deadline on Palmdale (.5).	0.60	595.00	\$357.00
05/21/09	SSC	Correspond with J. Sanborn re form of brief; correspond with L. Seavey re form of excerpts of record.	0.20	595.00	\$119.00
05/22/09	DAZ	Review and revise appellate briefs re stay issues and teleconferences with Weil team re same (1.0); Office conference re filing issues re briefs and exhibits (.2); review claims analysis (1.3); office conference with R. Pachulski re status of plan negotiations and motion to dismiss hearing (.3); review pleadings and correspondence (1.0); review opposition re finality BAP appeal (.4).	4.20	795.00	\$3,339.00
05/22/09	RMP	Review appeals brief.	0.40	850.00	\$340.00
05/22/09	SSC	Several emails re status of excerpts of record and brief (.5); review excerpts of record for filing (.5); teleconferences with J. Sanborn re same (.2); review and coordinate BAP brief for filing (.5).	1.70	595.00	\$1,011.50
05/27/09	DAZ	Review and respond to order re mediation and confer with S. Cho re same (.3); Office conference with S. Cho re Procedures and timing re reply (.2).	0.50	795.00	\$397.50
05/27/09	SSC	Review and forward mediation order from BAP; review	0.50	595.00	\$297.50

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corporate parent disclosure statement; telephone  
conference with court clerk re reply brief and email to J.  
Sanborn re same.

Task Code Total	10.30	\$7,472.50
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**Bankruptcy Litigation [L430]**

05/01/09	RMP	Review counter-party issues and review e-mails regarding same.	1.30	850.00	\$1,105.00
05/01/09	RMP	Telephone conferences with Lobel, Friedman and analyze sale issues.	1.30	850.00	\$1,105.00
05/01/09	RMP	Deal with Lehman Committee issues regarding credit bid and follow-up with Camerik.	1.10	850.00	\$935.00
05/04/09	RMP	Review pleadings and follow-up with Lobel and Friedman.	1.40	850.00	\$1,190.00
05/04/09	SSC	Review notice re no transcript needed for filing with bankruptcy court.	0.10	595.00	\$59.50
05/04/09	SSC	Review motions for relief from stay set for hearing.	0.50	595.00	\$297.50
05/04/09	SSC	Email to L. Lemmur re same.	0.10	595.00	\$59.50
05/05/09	RMP	Evaluate plan and counter-party issues and review e-mails regarding same.	1.20	850.00	\$1,020.00
05/05/09	MB	Review status conference order regarding 5/7 hearing (regarding bar date)	0.10	475.00	\$47.50
05/05/09	MB	Review docket regarding status conferences	0.10	475.00	\$47.50
05/05/09	SSC	Travel to and attend hearing on relief from stay motions, meet and confer with clerk re errata.	1.80	595.00	\$1,071.00
05/05/09	SSC	Telephone conference with D. Ziehl re same and emails with D. Ziehl re errata to stipulation.	0.20	595.00	\$119.00
05/07/09	DAZ	Review pleadings and correspondence (1.0); Review financial data discs (3.0).	4.00	795.00	\$3,180.00
05/07/09	RMP	Review Lobel and Friedman term sheet and various telephone conferences regarding same.	2.30	850.00	\$1,955.00
05/08/09	DAZ	Review and revise settlement term sheet; office conference with R. Pachulski re same (1.5); Teleconference with Bond, NC and Brusco re term sheet issues strategy and preparation (2.0); review unilateral status report supplement (.3); teleconferences re POC analysis (.2); review pleadings and correspondence (.5).	4.50	795.00	\$3,577.50
05/08/09	RMP	Review Friedman correspondence and analyze counter-party issues regarding settlement.	1.40	850.00	\$1,190.00
05/11/09	DAZ	Review and revise term sheet re settlement and correspondence re comments (2.0); teleconferences with Weil team re revisions (1.0); review response to BAP inquiry (.3); review pleadings and correspondence (1.0).	4.30	795.00	\$3,418.50
05/11/09	RMP	Review revised term sheet and various calls regarding same.	1.70	850.00	\$1,445.00
05/11/09	RMP	Team call regarding term sheet and counter-party issues.	1.20	850.00	\$1,020.00
05/12/09	DAZ	Review discovery & RFP and respond to inquiry re same (.4); review settlement term sheet notifications (1.0); Office conference with R. Pachulski re supplemental status	6.10	795.00	\$4,849.50



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		report response (.2); review pleadings and correspondence (.3); review opposition to motion to order and authorities cited; Office conferences with H. Hochman re arguments for reply (4.0).			
05/12/09	HDH	Review and analysis of opposition to motion to dismiss	1.00	575.00	\$575.00
05/12/09	HDH	Memo to Dean A. Ziehl re motion to dismiss	0.20	575.00	\$115.00
05/12/09	RMP	Telephone conferences with Parmes regarding Rubidoux.	0.60	850.00	\$510.00
05/12/09	RMP	Review BFP and counter-party issues and e-mails.	1.00	850.00	\$850.00
05/12/09	RMP	Team calls to finalize term sheet.	1.20	850.00	\$1,020.00
05/12/09	MB	Review response to Motion to Dismiss equitable subordination complaint	0.20	475.00	\$95.00
05/12/09	MB	Telephone conference with D. Ziehl regarding reply to response to Motion to Dismiss	0.10	475.00	\$47.50
05/12/09	MB	Review stay pleadings regarding reply to Motion to Dismiss response	2.10	475.00	\$997.50
05/12/09	JER	Pull and forward case for Dean Ziehl.	0.20	195.00	\$39.00
05/13/09	DAZ	Office conferences re repo pledge issue (.5); teleconferences with Soto and Blaustein re same (.3); review and research re pledges (1.0); teleconferences re continuance of status conference and email re same (.5); review Yellowstone decision re subordination (1.0); review conflicts re employment and confer with MB re same (.3); review revised settlement term sheet (.6).	4.20	795.00	\$3,339.00
05/13/09	RMP	Review revised term sheet, various telephone conferences with Lobel and Friedman regarding same and credit bid hearing and prepare for hearing based on failure to continue.	2.90	850.00	\$2,465.00
05/13/09	MB	Research regarding pledges / real parties in interest	1.60	475.00	\$760.00
05/13/09	MB	Draft list of statements from briefs (for reply to Motion to Dismiss response)	1.20	475.00	\$570.00
05/13/09	MB	Telephone conference with D. Ziehl regarding caselaw regarding pledges / real parties in interest; equitable subordination research	0.20	475.00	\$95.00
05/14/09	DAZ	Office conferences with R. Pachulski re repo agreements and prepare for status conference (.5); participate on status hearing (1.4); teleconference with Soto re results of hearing (.5); review authorities re repo issue (.5).	2.90	795.00	\$2,305.50
05/14/09	RMP	Prepare for, travel to and from, and attend credit bid hearing.	5.40	850.00	\$4,590.00
05/14/09	MB	Research regarding equitable subordination	0.60	475.00	\$285.00
05/15/09	DAZ	Teleconference with Lobel and R. Pachulski re settlement term sheet and standing issue (.3); review and revise drafts of reply re Motion to Order; office conferences with M. Bove, H. Hochman and Weil team re same (2.7); teleconferences re response to status report supplement (.3); review pleadings and correspondence (1.0).	4.30	795.00	\$3,418.50
05/15/09	HDH	Review draft reply	0.60	575.00	\$345.00
05/15/09	HDH	Conference with Dean A. Ziehl re reply brief on motion to dismiss	0.40	575.00	\$230.00
05/15/09	HDH	Draft portions of reply brief	1.80	575.00	\$1,035.00
05/15/09	RMP	Review reply to motion to dismiss and telephone	0.90	850.00	\$765.00

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		conference with Bond regarding hearing.			
05/15/09	MB	Revise reply to Motion to Dismiss response	0.30	475.00	\$142.50
05/15/09	MB	Revise index of cases for reply to Motion to Dismiss response	0.20	475.00	\$95.00
05/15/09	MB	Review and finalize reply to Motion to Dismiss response for filing	0.70	475.00	\$332.50
05/15/09	MB	Review draft reply to Motion to Dismiss response	0.30	475.00	\$142.50
05/15/09	MB	Review equitable subordination cases (for reply to Motion to Dismiss response)	0.60	475.00	\$285.00
05/15/09	MB	Review Proof of Service for reply to Motion to Dismiss response	0.20	475.00	\$95.00
05/15/09	MB	Review changes to reply to Motion to Dismiss response	0.30	475.00	\$142.50
05/15/09	MB	Telephone conference with D. Ziehl regarding reply to Motion to Dismiss response	0.20	475.00	\$95.00
05/15/09	MB	Comment on reply to Motion to Dismiss	1.90	475.00	\$902.50
05/15/09	MB	Telephone conference with D. Ziehl and H. Hochman regarding reply to Motion to Dismiss response	0.10	475.00	\$47.50
05/18/09	DAZ	Teleconferences re motion to dismiss issues and presentation; prepare for hearing (3.0); review supplemental status statement re repo issues (1.0); teleconferences re coverage of stay hearing	4.20	795.00	\$3,339.00
05/19/09	DAZ	Office conferences re coordination of coverage on relief from stay (.2); review pleadings and correspondence (1.0); review authorities re motion to order (5.0); office conferences re notice to move and time of status conference on adversary (.1).	6.30	795.00	\$5,008.50
05/19/09	SSC	Review and respond to E. Lemmur re relief from stay; review same and voicemail to E. Lemmur re same; telephone conference with court clerk and law clerk re Thursday hearing; telephone conference with M. Bove and E. Lemmur re same; review bankruptcy appellate rules and email to J. Sanborn re same; telephone conference with J. Sanborn re same.	2.00	595.00	\$1,190.00
05/20/09	DAZ	Review and revise response to unilateral status report and teleconference with Soto re same (.5); review motion to order argument outline and confer with Soto re same (1.0); office conferences with H. Hochman re motion to dismiss issues (.5).	2.00	795.00	\$1,590.00
05/20/09	DAZ	Prepare for hearing on motion to dismiss (9.0); teleconferences with Soto and Blaustein re same (.3); teleconferences re claims analysis (.2); review correspondence and pleadings (1.0).	10.50	795.00	\$8,347.50
05/20/09	HDH	Conference with Dean A. Ziehl re motion to dismiss	0.30	575.00	\$172.50
05/20/09	HDH	Analyze and comment upon arguments	0.40	575.00	\$230.00
05/20/09	HDH	Strategize with Dean A. Ziehl re hearing	0.50	575.00	\$287.50
05/21/09	DAZ	Prepare for and attend hearing on motion to dismiss subordination adversary and confer with Weil lawyers re same.	10.00	795.00	\$7,950.00
05/21/09	HDH	Assist with preparation for hearing	0.50	575.00	\$287.50
05/21/09	RMP	Deal with Rubinoux issues.	0.40	850.00	\$340.00
05/26/09	DAZ	Office conference with M. Bove re revisions to retention	2.20	795.00	\$1,749.00

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terms and declaration (.2); review pleadings and correspondence (.3); review and revise draft responses to RFP and confer with Blaustein re same (.5); teleconference with Bond, Camerick and R. Pachulski re term sheet and repo issues (1.2).

05/26/09	RMP	Prepare for and participate on team call.	1.10	850.00	\$935.00
05/26/09	RMP	Review discovery issues.	0.60	850.00	\$510.00
05/26/09	SSC	Review emails from A. Blaustein re document responses; teleconferences with A. Blaustein re same; review final document responses and coordinate service of same.	1.00	595.00	\$595.00
05/27/09	RMP	Review pleadings and telephone conferences with co-counsel regarding various issues.	1.30	850.00	\$1,105.00
05/28/09	DAZ	Research re repo contracts effect of transfer, loan pledge and sale issues (.5); review pleadings and correspondence (.3); office conferences with MB re billing allocation analysis, review fee order and fee committee protocol (.5); review summary of agency provisions (.5).	6.30	795.00	\$5,008.50
05/28/09	RMP	Review Lehman chart of loans and conferences regarding same.	1.30	850.00	\$1,105.00
05/29/09	RMP	Review pleadings.	0.60	850.00	\$510.00
<b>Task Code Total</b>			<b>124.60</b>		<b>\$94,684.00</b>

**Case Administration [B110]**

05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
<b>Task Code Total</b>			<b>1.00</b>		<b>\$195.00</b>

**Claims Admin/Objections[B310]**

05/04/09	DAZ	Teleconference with Procel re stipulation re briefing schedule and review and execute (.3); teleconference re preparation of claims analysis (.2); review and research cases re motion to subcontract (2.5).	3.00	795.00	\$2,385.00
05/04/09	MB	Telephone conference with D. Ziehl regarding adversary proceeding status conference; claims analysis	0.10	475.00	\$47.50
05/06/09	MB	Review claims register in main case (regarding claims analysis)	0.30	475.00	\$142.50
05/06/09	MB	Prepare claims analysis	0.10	475.00	\$47.50
05/07/09	MB	Office conference with D. Abadir and T. Brown regarding claims analysis	0.30	475.00	\$142.50
05/07/09	MB	Review claims analysis	0.60	475.00	\$285.00
05/07/09	TJB	Commenced printing out claims from Main docket in Palmdale Hills Property LLC action	1.00	195.00	\$195.00
05/07/09	TJB	Printed out claims from Main docket in Palmdale Hills Property LLC action per MAB's request	1.00	195.00	\$195.00

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05/07/09	TJB	Printed out claims from Main docket in Palmdale Hills Property LLC action	1.00	195.00	\$195.00
05/07/09	TJB	Printed out claims from Main docket in Palmdale Hills Property LLC action	0.80	195.00	\$156.00
05/07/09	DAA	Discussion with T. Brown and M. Bove regarding claims analysis	0.40	350.00	\$140.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	1.00	195.00	\$195.00
05/08/09	TJB	Continued to print out POC's from various jointly administered cases in Palmdale Hills Property, LLC and its Related Debtors	0.50	195.00	\$97.50
05/08/09	TJB	Printed out POC's per MAB's request for Claims Analysis	1.00	195.00	\$195.00
05/08/09	DAA	Conversation with T. Brown regarding claims analysis	0.10	350.00	\$35.00
05/11/09	TJB	Printed out Claims per MAB's request	1.00	195.00	\$195.00
05/11/09	TJB	Printed out Claims per MAB's request	1.00	195.00	\$195.00
05/11/09	TJB	Printed out Claims per MAB's request	1.00	195.00	\$195.00
05/11/09	TJB	Printed out Claims per MAB's request	0.50	195.00	\$97.50
05/11/09	TJB	Began Updating Spread Sheets Containing Debtor/Claimant Information	1.00	195.00	\$195.00
05/11/09	TJB	Inserted Claimant Information into Spread Sheets listing various claimants in Lehman ALI actions	1.00	195.00	\$195.00
05/11/09	TJB	Inserted Claimant Information into Spread Sheets listing various claimants in Lehman ALI actions	1.00	195.00	\$195.00
05/11/09	TJB	Inserted Claimant Information into Spread Sheets listing various claimants in Lehman ALI actions	1.00	195.00	\$195.00
05/11/09	TJB	Inserted Claimant Information into Spread Sheets listing various claimants in Lehman ALI actions	1.00	195.00	\$195.00
05/11/09	DAA	Meeting with M. Bove and T. Brown regarding claims analysis	0.30	350.00	\$105.00
05/11/09	DAA	Conduct claims analysis and summarize in spreadsheet	3.80	350.00	\$1,330.00
05/12/09	MB	Review draft claims analysis; office conferences with T. Brown regarding same	1.50	475.00	\$712.50
05/12/09	TJB	Printed out POC's per MAB's request for Claims Analysis	1.00	195.00	\$195.00
05/12/09	TJB	Printed out POC's per MAB's request for Claims Analysis	1.00	195.00	\$195.00
05/12/09	TJB	Printed out POC's per MAB's request for Claims Analysis	1.00	195.00	\$195.00
05/12/09	TJB	Printed out POC's per MAB's request for Claims Analysis	0.50	195.00	\$97.50
05/12/09	TJB	Printed out POC's per MAB's request for Claims Analysis	1.00	195.00	\$195.00

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05/12/09	TJB	Met with DAA and MAB to discuss Claims Analysis project and incorporation of schedules into Analysis	0.50	195.00	\$97.50
05/12/09	TJB	Commenced reproduction of schedules in various Lehman ALI proceedings to put into claims analysis	1.20	195.00	\$234.00
05/12/09	DAA	Team meeting with T. Brown and M. Bove regarding claims analysis	0.40	350.00	\$140.00
05/13/09	MB	Review claims analysis regarding BIMID claim (regarding Weil question)	0.90	475.00	\$427.50
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.00	195.00	\$195.00
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.00	195.00	\$195.00
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.00	195.00	\$195.00
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.50	195.00	\$292.50
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.00	195.00	\$195.00
05/13/09	TJB	Performed Claims Analysis in Palmdale Hills Matter	1.00	195.00	\$195.00
05/13/09	TJB	Printed out additional claims in Lehman ALI matter	0.50	195.00	\$97.50
05/14/09	MB	Review claims analysis	0.90	475.00	\$427.50
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	0.50	195.00	\$97.50
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Performed Claims analysis in Lehman ALI matter	1.00	195.00	\$195.00
05/14/09	TJB	Incorproated claims analysis performed by DAA and TJB into one analysis	0.75	195.00	\$146.25
05/14/09	DAA	Analyze Debtors' schedules of claims and summarize in spreadsheet	5.80	350.00	\$2,030.00
05/15/09	MB	Review and revise claims analysis	1.80	475.00	\$855.00
05/15/09	TJB	Worked on corrections to claims analysis spread sheet	1.00	195.00	\$195.00
05/15/09	TJB	Worked on Corrections to Claims Analysis spread sheet	1.00	195.00	\$195.00
05/15/09	TJB	Worked on Corrections to Claims Analysis spread sheet	1.00	195.00	\$195.00
05/15/09	TJB	Printed out POC's for Claims Analysis	0.50	195.00	\$97.50
05/15/09	DAA	Analyze Debtors schedules and claims; update spreadsheet	3.80	350.00	\$1,330.00
05/15/09	DAA	Email correspondence to M. Bove regarding claims analysis	0.10	350.00	\$35.00
05/18/09	MB	Review SunCal Proofs of Claims (regarding claims analysis)	1.90	475.00	\$902.50
05/18/09	MB	Revise claims analysis	1.70	475.00	\$807.50
05/18/09	MB	Review claims analysis	2.20	475.00	\$1,045.00
05/18/09	TJB	Reviewed Claims Analysis spread sheet to identify any errors	1.00	195.00	\$195.00
05/18/09	TJB	Printed out remainder of Schedules for cases related to Palmdale Hills Matter.	0.50	195.00	\$97.50
05/18/09	TJB	Performed Review of Claims Analysis spread sheets	1.00	195.00	\$195.00
05/18/09	TJB	Performed Review of Claims Analysis spread sheets	1.00	195.00	\$195.00
05/18/09	TJB	Performed Review of Claims Analysis spread sheets	1.00	195.00	\$195.00
05/18/09	TJB	Met with MAB to discuss corrections in Claims Analysis.	1.00	195.00	\$195.00

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		Performed Review of Claims Analysis spread sheets			
05/18/09	TJB	Performed Review of Claims Analysis spread sheets	1.00	195.00	\$195.00
05/18/09	TJB	Performed Review of Claims Analysis spread sheets	0.80	195.00	\$156.00
05/19/09	MB	Revise claims analysis	0.80	475.00	\$380.00
05/19/09	TJB	Made additional changes to Lehman Claims Analysis Spread Sheet	1.00	195.00	\$195.00
05/19/09	TJB	Made Additional Changes to SunCal Claims Analysis	1.00	195.00	\$195.00
05/19/09	TJB	Met with MAB to discuss and clarify changes made to spread sheet analysis	0.50	195.00	\$97.50
05/20/09	MB	Revise claims analysis	1.60	475.00	\$760.00
05/20/09	TJB	Reviewed Claims Analysis spread sheet	1.00	195.00	\$195.00
05/20/09	TJB	Reviewed Claims Analysis Spread Sheet	1.00	195.00	\$195.00
05/20/09	TJB	Reviewed Claims Analysis Spread Sheet	1.00	195.00	\$195.00
05/20/09	TJB	Reviewed Claims Analysis Spread sheet	1.00	195.00	\$195.00
05/21/09	RMP	Review and analyze claims analysis.	0.80	850.00	\$680.00
05/21/09	MB	Revise claims analysis	3.20	475.00	\$1,520.00
05/21/09	MB	Review Arch Proofs of Claims	1.10	475.00	\$522.50
05/21/09	MB	Draft chart summary of claims analysis	1.60	475.00	\$760.00
05/21/09	TJB	Assisted MAB in locating duplicate Claims in Claims Analysis	1.00	195.00	\$195.00
05/21/09	TJB	Assisted MAB in locating duplicate Claims in Claims Analysis	2.00	195.00	\$390.00
05/21/09	TJB	Assisted MAB in locating duplicate Claims in Claims Analysis	0.50	195.00	\$97.50
05/21/09	TJB	Assisted MAB in locating duplicate Claims in Claims Analysis	1.00	195.00	\$195.00
05/27/09	TJB	Organized Proofs of Claim used in Claims analysis into working order per MAB's request.	1.00	195.00	\$195.00
05/29/09	DAZ	Review pleadings and correspondence (.5); review appeal briefs, exhibits re finality and confer re reply options (1.0); review objections to proofs claim, exhibits and research re authorities cited (5.0).	6.50	795.00	\$5,167.50
05/29/09	RMP	Review and analyze objections to Lehman proofs of claim.	1.30	850.00	\$1,105.00

Task Code Total

108.95

\$36,367.25

**Financing [B230]**

05/05/09	MB	Draft notice of errata regarding DIP stipulation	0.50	475.00	\$237.50
05/05/09	MB	Review docket regarding DIP stipulation	0.10	475.00	\$47.50
05/06/09	RMP	Deal with Ritter Ranch issues.	0.60	850.00	\$510.00
05/07/09	MB	Revise notice of errata and proof of service (regarding DIP stipulation)	0.90	475.00	\$427.50

Task Code Total

2.10

\$1,222.50

**Plan & Disclosure Stmt. [B320]**

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05/05/09	HDH	Conference with Brad R. Godshall re disclosure statement	0.10	575.00	\$57.50
05/05/09	HDH	Review background material	0.30	575.00	\$172.50
05/25/09	DAZ	Review files and drafts term sheets re plan options, etc. (1.5); analysis of loan documents by entity re subcontracting argument (2.0).	3.50	795.00	\$2,782.50
05/25/09	RMP	Review plan and standing issues.	0.90	850.00	\$765.00
<b>Task Code Total</b>			<b>4.80</b>		<b>\$3,777.50</b>

**PSZ&J Retention**

05/13/09	MB	Emails to PSZJ partners regarding conflict check/disclosures	0.40	475.00	\$190.00
05/13/09	MB	Review conflict information	0.20	475.00	\$95.00
05/19/09	RJF	Office conference with Maria Bove regarding retention application disclosures.	0.30	795.00	\$238.50
05/19/09	MB	Revise Ziehl retention declaration and retention application	1.10	475.00	\$522.50
05/19/09	MB	Telephone conferences with D. Ziehl regarding conflict check	0.20	475.00	\$95.00
05/19/09	MB	Office conference with R. Feinstein regarding conflict check	0.10	475.00	\$47.50
05/23/09	DAZ	Review draft retention application and declaration.	0.30	795.00	\$238.50
05/23/09	DAZ	Review draft retention application and declaration.	0.30	795.00	\$238.50
05/27/09	DAZ	Review revisions to retention.	0.20	795.00	\$159.00
05/27/09	MB	Review May 20th supplemental conflict check	0.40	475.00	\$190.00
05/28/09	MB	Telephone conference with E. Lemmer regarding retention	0.10	475.00	\$47.50
05/28/09	MB	Telephone conference with J. Sapp regarding retention application / monthly fee statements	0.20	475.00	\$95.00
05/28/09	MB	Revise Ziehl Declaration in Support of Retention	0.50	475.00	\$237.50
05/28/09	MB	Review interim compensation order	0.10	475.00	\$47.50
05/28/09	MB	Telephone conference with D. Ziehl regarding retention; claims analysis	0.20	475.00	\$95.00
<b>Task Code Total</b>			<b>4.60</b>		<b>\$2,537.00</b>

**Stay Litigation [B140]**

05/04/09	MB	Review lift stay motions for S. Cho	0.20	475.00	\$95.00
05/19/09	MB	Telephone conference with S. Cho regarding relief from stay motions	0.10	475.00	\$47.50
05/19/09	MB	Telephone conference with E. Lemmer and S. Cho regarding Volkert stay relief motion (.5); follow-up telephone conference with S. Cho (.1)	0.60	475.00	\$285.00
05/19/09	MB	Review Volkert stay relief motion	0.20	475.00	\$95.00

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Task Code Total

1.10

\$522.50

Total professional services:

257.45

\$146,778.25

**Costs Advanced:**

05/04/2009	IHAS	52063.00001 Attorney Service Charges for 05-04-09	\$93.00
05/04/2009	PAC	52063.00001 PACER Charges for 05-04-09	\$0.96
05/04/2009	RE	(AGR 12 @0.10 PER PG)	\$1.20
05/04/2009	RE2	SCAN/COPY ( 3 @0.10 PER PG)	\$0.30
05/04/2009	RE2	SCAN/COPY ( 42 @0.10 PER PG)	\$4.20
05/04/2009	RE2	SCAN/COPY ( 39 @0.10 PER PG)	\$3.90
05/04/2009	RE2	SCAN/COPY ( 45 @0.10 PER PG)	\$4.50
05/04/2009	RE2	SCAN/COPY ( 43 @0.10 PER PG)	\$4.30
05/04/2009	RE2	SCAN/COPY ( 35 @0.10 PER PG)	\$3.50
05/04/2009	RE2	SCAN/COPY ( 48 @0.10 PER PG)	\$4.80
05/04/2009	RE2	SCAN/COPY ( 25 @0.10 PER PG)	\$2.50
05/04/2009	RE2	SCAN/COPY ( 8 @0.10 PER PG)	\$0.80
05/04/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/04/2009	RE2	SCAN/COPY ( 4 @0.10 PER PG)	\$0.40
05/04/2009	RE2	SCAN/COPY ( 33 @0.10 PER PG)	\$3.30
05/04/2009	RE2	SCAN/COPY ( 43 @0.10 PER PG)	\$4.30
05/04/2009	RE2	SCAN/COPY ( 46 @0.10 PER PG)	\$4.60
05/04/2009	RE2	SCAN/COPY ( 42 @0.10 PER PG)	\$4.20
05/04/2009	RE2	SCAN/COPY ( 54 @0.10 PER PG)	\$5.40
05/04/2009	RE2	SCAN/COPY ( 48 @0.10 PER PG)	\$4.80
05/04/2009	RE2	SCAN/COPY ( 31 @0.10 PER PG)	\$3.10
05/04/2009	RE2	SCAN/COPY ( 35 @0.10 PER PG)	\$3.50
05/04/2009	RE2	SCAN/COPY ( 38 @0.10 PER PG)	\$3.80
05/04/2009	RE2	SCAN/COPY ( 32 @0.10 PER PG)	\$3.20
05/04/2009	RE2	SCAN/COPY ( 47 @0.10 PER PG)	\$4.70
05/04/2009	RE2	SCAN/COPY ( 41 @0.10 PER PG)	\$4.10
05/04/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/04/2009	RE2	SCAN/COPY ( 120 @0.10 PER PG)	\$12.00
05/04/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/04/2009	RE2	SCAN/COPY ( 9 @0.10 PER PG)	\$0.90
05/04/2009	RE2	SCAN/COPY ( 10 @0.10 PER PG)	\$1.00
05/04/2009	RE2	SCAN/COPY ( 5 @0.10 PER PG)	\$0.50
05/04/2009	RE2	SCAN/COPY ( 9 @0.10 PER PG)	\$0.90
05/04/2009	RE2	SCAN/COPY ( 16 @0.10 PER PG)	\$1.60
05/04/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/05/2009	AT	Auto Travel Expense [E109] Travel to Lehman/SunCal (86 miles @ .55 per mile) SSC	\$47.30



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05/05/2009	FE	52063.00001 FedEx Charges for 05-05-09	\$6.14
05/05/2009	GP	Guest Parking [E124] Parking expense, SSC	\$3.00
05/05/2009	PAC	52063.00001 PACER Charges for 05-05-09	\$5.92
05/05/2009	RE2	SCAN/COPY ( 101 @0.10 PER PG)	\$10.10
05/06/2009	FF	Filing Fee [E112] USBC fee to file appeal, SSC	\$255.00
05/06/2009	PAC	52063.00001 PACER Charges for 05-06-09	\$4.08
05/07/2009	FE	52063.00001 FedEx Charges for 05-07-09	\$8.02
05/07/2009	PAC	52063.00001 PACER Charges for 05-07-09	\$102.16
05/07/2009	PO	52063.00001 :Postage Charges for 05-07-09	\$36.96
05/07/2009	RE	(DOC 24 @0.10 PER PG)	\$2.40
05/07/2009	RE	(DOC 1288 @0.10 PER PG)	\$128.80
05/07/2009	RE2	SCAN/COPY ( 48 @0.10 PER PG)	\$4.80
05/07/2009	RE2	SCAN/COPY ( 38 @0.10 PER PG)	\$3.80
05/08/2009	PAC	52063.00001 PACER Charges for 05-08-09	\$220.24
05/11/2009	BM	Business Meal [E111] Szechuan Gourmet, working meal, DAA	\$22.83
05/11/2009	PAC	52063.00001 PACER Charges for 05-11-09	\$483.68
05/11/2009	RE	(AGR 18 @0.10 PER PG)	\$1.80
05/11/2009	RE	(AGR 11 @0.10 PER PG)	\$1.10
05/11/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/11/2009	RE2	SCAN/COPY ( 3 @0.10 PER PG)	\$0.30
05/11/2009	RE2	SCAN/COPY ( 35 @0.10 PER PG)	\$3.50
05/11/2009	RE2	SCAN/COPY ( 22 @0.10 PER PG)	\$2.20
05/11/2009	RE2	SCAN/COPY ( 15 @0.10 PER PG)	\$1.50
05/11/2009	RE2	SCAN/COPY ( 35 @0.10 PER PG)	\$3.50
05/11/2009	RE2	SCAN/COPY ( 22 @0.10 PER PG)	\$2.20
05/11/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/11/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/12/2009	PAC	52063.00001 PACER Charges for 05-12-09	\$320.96
05/13/2009	PAC	52063.00001 PACER Charges for 05-13-09	\$47.52
05/13/2009	WL	52063.00001 Westlaw Charges for 05-13-09	\$1,502.77
05/14/2009	PAC	52063.00001 PACER Charges for 05-14-09	\$60.48
05/14/2009	RE2	SCAN/COPY ( 38 @0.10 PER PG)	\$3.80
05/14/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/14/2009	WL	52063.00001 Westlaw Charges for 05-14-09	\$484.59
05/15/2009	AT	Auto Travel Expense [E109] Taxi from office to home, working late, MB	\$12.00
05/15/2009	BM	Business Meal [E111] Azure, working meal, MB	\$10.12
05/15/2009	PAC	52063.00001 PACER Charges for 05-15-09	\$25.44
05/15/2009	RE	(DOC 219 @0.10 PER PG)	\$21.90
05/15/2009	RE	(PLDG 411 @0.10 PER PG)	\$41.10
05/15/2009	RE	(PLDG 1 @0.10 PER PG)	\$0.10
05/15/2009	RE	(PLDG 136 @0.10 PER PG)	\$13.60
05/15/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20

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05/15/2009	RE2	SCAN/COPY ( 69 @0.10 PER PG)	\$6.90
05/15/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/15/2009	RE2	SCAN/COPY ( 73 @0.10 PER PG)	\$7.30
05/15/2009	RE2	SCAN/COPY ( 32 @0.10 PER PG)	\$3.20
05/16/2009	FE	52063.00001 FedEx Charges for 05-16-09	\$8.02
05/18/2009	PAC	52063.00001 PACER Charges for 05-18-09	\$39.28
05/18/2009	RE	(DOC 4 @0.10 PER PG)	\$0.40
05/18/2009	RE	(DOC 23 @0.10 PER PG)	\$2.30
05/19/2009	PAC	52063.00001 PACER Charges for 05-19-09	\$11.44
05/19/2009	RE2	SCAN/COPY ( 34 @0.10 PER PG)	\$3.40
05/19/2009	SO	Secretarial Overtime, A. Mason	\$31.91
05/20/2009	FE	52063.00001 FedEx Charges for 05-20-09	\$6.14
05/20/2009	PAC	52063.00001 PACER Charges for 05-20-09	\$0.80
05/20/2009	RE	(DOC 22 @0.10 PER PG)	\$2.20
05/20/2009	RE2	SCAN/COPY ( 6 @0.10 PER PG)	\$0.60
05/20/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/20/2009	RE2	SCAN/COPY ( 4 @0.10 PER PG)	\$0.40
05/20/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/20/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/21/2009	AT	Auto Travel Expense [E109] AMS Transportation, Inv. 145879, DAZ	\$609.28
05/21/2009	PAC	52063.00001 PACER Charges for 05-21-09	\$4.80
05/21/2009	RE	(DOC 10 @0.10 PER PG)	\$0.10
05/21/2009	RE	(DOC 81 @0.10 PER PG)	\$8.10
05/22/2009	FE	52063.00001 FedEx Charges for 05-22-09	\$36.80
05/22/2009	IHAS	52063.00001 Attorney Service Charges for 05-22-09	\$63.00
05/22/2009	OS	Legal Vision Consulting Group, outside reproduction, Inv. 1052	\$1,476.60
05/22/2009	PAC	52063.00001 PACER Charges for 05-22-09	\$0.08
05/22/2009	RE	(DOC 30 @0.10 PER PG)	\$3.00
05/22/2009	RE	(DOC 515 @0.10 PER PG)	\$51.50
05/22/2009	RE	(AGR 304 @0.10 PER PG)	\$30.40
05/22/2009	RE	(AGR 320 @0.10 PER PG)	\$32.00
05/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/22/2009	RE2	SCAN/COPY ( 36 @0.10 PER PG)	\$3.60
05/22/2009	RE2	SCAN/COPY ( 43 @0.10 PER PG)	\$4.30
05/22/2009	RE2	SCAN/COPY ( 22 @0.10 PER PG)	\$2.20
05/22/2009	RE2	SCAN/COPY ( 24 @0.10 PER PG)	\$2.40
05/22/2009	RE2	SCAN/COPY ( 48 @0.10 PER PG)	\$4.80
05/22/2009	RE2	SCAN/COPY ( 60 @0.10 PER PG)	\$6.00
05/22/2009	RE2	SCAN/COPY ( 25 @0.10 PER PG)	\$2.50
05/22/2009	RE2	SCAN/COPY ( 79 @0.10 PER PG)	\$7.90
05/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10

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05/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/22/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/22/2009	SO	Secretarial Overtime D. Villegas requested by S. Lee	\$40.00
05/22/2009	SO	Secretarial Overtime B. Cruz requested by S. Lee	\$40.00
05/25/2009	BM	Business Meal [E111] The Nosh, working meal, DAZ	\$12.36
05/26/2009	FX	(DOC 14 @1.00 PER PG)	\$14.00
05/26/2009	FX	(DOC 32 @1.00 PER PG)	\$32.00
05/26/2009	PO	52063.00001 :Postage Charges for 05-26-09	\$2.41
05/26/2009	RE2	SCAN/COPY ( 12 @0.10 PER PG)	\$1.20
05/26/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/26/2009	RE2	SCAN/COPY ( 14 @0.10 PER PG)	\$1.40
05/26/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/26/2009	RE2	SCAN/COPY ( 32 @0.10 PER PG)	\$3.20
05/26/2009	RE2	SCAN/COPY ( 13 @0.10 PER PG)	\$1.30
05/26/2009	RE2	SCAN/COPY ( 31 @0.10 PER PG)	\$3.10
05/26/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/26/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/26/2009	RE2	SCAN/COPY ( 1 @0.10 PER PG)	\$0.10
05/26/2009	RE2	SCAN/COPY ( 31 @0.10 PER PG)	\$3.10
05/26/2009	RE2	SCAN/COPY ( 29 @0.10 PER PG)	\$2.90
05/27/2009	RE2	SCAN/COPY ( 74 @0.10 PER PG)	\$7.40
05/27/2009	RE2	SCAN/COPY ( 56 @0.10 PER PG)	\$5.60
05/27/2009	RE2	SCAN/COPY ( 29 @0.10 PER PG)	\$2.90
05/28/2009	PAC	52063.00001 PACER Charges for 05-28-09	\$0.56
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 3 @0.10 PER PG)	\$0.30
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 3 @0.10 PER PG)	\$0.30
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 2 @0.10 PER PG)	\$0.20
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 74 @0.10 PER PG)	\$7.40
05/29/2009	RE2	SCAN/COPY ( 74 @0.10 PER PG)	\$7.40
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 62 @0.10 PER PG)	\$6.20
05/29/2009	RE2	SCAN/COPY ( 329 @0.10 PER PG)	\$32.90

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05/31/2009 RE Reproduction Expense. [E101] \$5.70

Total Expenses: **\$6,838.55**

**Summary:**

Total professional services	\$146,778.25
Total expenses	\$6,838.55
<b>Net current charges</b>	<b>\$153,616.80</b>
Net balance forward	\$427,971.76
<b>Total balance now due</b>	<b>\$581,588.56</b>

DAA	Abadir, David A.	14.70	350.00	\$5,145.00
DAZ	Ziehl, Dean A.	91.30	795.00	\$72,583.50
HDH	Hochman, Harry D.	6.10	575.00	\$3,507.50
JER	Rojas, Jorge E.	0.20	195.00	\$39.00
MB	Bove, Maria A.	37.70	475.00	\$17,907.50
RJF	Feinstein, Robert J.	0.30	795.00	\$238.50
RMP	Pachulski, Richard M.	34.60	850.00	\$29,410.00
SSC	Cho, Shirley S.	9.50	595.00	\$5,652.50
TJB	Brown, Thomas J.	63.05	195.00	\$12,294.75
		<u>257.45</u>		<u>\$146,778.25</u>

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**Task Code Summary**

		<b>Hours</b>	<b>Amount</b>
AP	Appeals [B430]	10.30	\$7,472.50
BL	Bankruptcy Litigation [L430]	124.60	\$94,684.00
CA	Case Administration [B110]	1.00	\$195.00
CO	Claims Admin/Objections[B310]	108.95	\$36,367.25
FN	Financing [B230]	2.10	\$1,222.50
PD	Plan & Disclosure Stmt. [B320]	4.80	\$3,777.50
PR	PSZ&J Retention	4.60	\$2,537.00
SL	Stay Litigation [B140]	1.10	\$522.50
		<u>257.45</u>	<u>\$146,778.25</u>

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**Expense Code Summary**

Auto Travel Expense [E109]	\$668.58
Working Meals [E1]	\$45.31
Federal Express [E108]	\$65.12
Filing Fee [E112]	\$255.00
Fax Transmittal [E104]	\$46.00
Guest Parking [E124]	\$3.00
IHAS Attorney Service	\$156.00
Outside Services	\$1,476.60
Pacer - Court Research	\$1,328.40
Postage [E108]	\$39.37
Reproduction Expense [E101]	\$347.70
Reproduction/ Scan Copy	\$308.20
Overtime	\$111.91
Westlaw - Legal Research [E106]	\$1,987.36
	<hr/>
	\$6,838.55

**EXHIBIT F**

**CERTIFICATION OF DEAN A. ZIEHL**

PACHULSKI STANG ZIEHL & JONES LLP

Richard M. Pachulski

Dean A. Ziehl

Maria A. Bove

780 Third Avenue, 36th Floor

New York, NY 10017-2024

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

*Special Counsel to the Debtors and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW YORK

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In re:

LEHMAN BROTHERS HOLDINGS, INC., *et al.*,

Debtors.

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Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT  
OF FIRST INTERIM APPLICATION OF PACHULSKI  
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
AS SPECIAL COUNSEL TO THE DEBTORS FOR  
THE PERIOD FROM FEBRUARY 25, 2009 THROUGH MAY 31, 2009**

I, Dean A. Ziehl, hereby certify that:

1. I am a partner with the applicant firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ”), special counsel to the debtors and debtors in possession in above-captioned matter. I submit this certification with respect to PSZJ’s compliance with the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the

“Local Guidelines”), the Third Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(b) Establishing Procedures for Interim Monthly Compensation of Professionals, entered in these cases on June 25, 2009 (the “Interim Compensation Order”), and the fee committee guidelines established pursuant to the Fee Committee Report Pertaining to the First Interim Fee Applications of All Retained Professionals entered on August 3, 2009 (the “Fee Committee Guidelines” and, collectively with the Interim Compensation Order, the UST Guidelines and the Local Guidelines, the “Guidelines”).

2. This Certification is made in connection with the First Interim Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Special Counsel to the Debtors (the “Application”) for the Period from February 25, 2009 through May 31, 2009 (the “Interim Period”), in accordance with the Guidelines.

3. In accordance with 18 U.S.C. § 155 and the Rules of this Court, neither I nor any attorney of my firm has entered into any agreement, written or oral, express or implied, with the Office of the United States Trustee, with the Debtors, any creditor or any other party in interest, or any attorney of such person, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the Debtors.

4. In accordance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any attorney thereof or any person for the division of such compensation as my firm may receive for services rendered in connection



with this case, nor will any division or fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.

5. I certify that: (a) I have read the Interim Application; (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines; (c) the fees and disbursements sought are billed at rates in accordance with those customarily charged by PSZJ and generally accepted by PSZJ's clients; and (d) in providing a reimbursable service, PSZJ does not make a profit on that service, whether the service is performed by PSZJ in-house or through a third party.

6. I certify that the Debtors, counsel for the Debtors, counsel for the statutory creditors' committee, the United States Trustee for the Southern District of New York, and the Fee Committee are being provided with a copy of the Interim Application.

Dated: August 14, 2009

PACHULSKI STANG ZIEHL & JONES LLP

By /s/ Dean A. Ziehl  
Richard M. Pachulski  
Dean A. Ziehl  
Maria A. Bove  
780 Third Avenue, 36<sup>th</sup> Floor  
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